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| Policy Name: | Vendor Grievance Policy | | |
| Issue Date: | January 1, 2010 | Dept / Functional Org: | Legal & Compliance |
| Revision Date: | October 1, 2016 | Policy Owner: | Debbie Archer |
| Confidential and Proprietary | | | |

VENDOR GRIEVANCE POLICY

I. PURPOSE

The purpose of this policy is to outline the processes the Company uses to manage and respond to Vendor grievances. Further, the purpose of this Vendor Grievance policy is to provide a mechanism by which potential Vendors can appeal contract award decisions if they believe the contracting process was not conducted in a fair, open, and competitive manner in accordance with Company policies. Under this procedure, Vendors can request an independent review of the process by Company personnel outside of the contracting group. Following the completion of the Company's Vendor Grievance Process, Vendors can seek an independent third party review pursuant to the HGPII Independent Evaluation Process. This policy is guided by both the Company's Standards of Business Conduct and the American Bar Association Model Procurement Code ("Procurement Code").

II. POLICY STATEMENT AND SCOPE

A. Policy Statement: All Vendors must be treated in a fair and open way according to the Company's contracting processes. If a Vendor believes a contracting process was not conducted in a fair, open, and competitive manner in accordance with Company policies, the Company must provide a mechanism by which Vendors can appeal a contract award decision.

B. Policy Scope: This policy applies to all Employees and Vendors.

III. DEFINITIONS

"Company" means Vizient, Inc. ("Vizient") and its subsidiaries and affiliates.

"Employees" means all officers and employees of the Company, including, without limitation, all full-time, part-time and temporary employees.

"Vendor" means any company that the Company has a contract with or that submits an offer, formally or informally, to provide goods or services to the members served by the Company.

IV. PROCEDURE

A. Types of Grievances

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1. Pre-award grievance - Occurs when a Vendor has been informed prior to contract award announcement that they will not receive an award (e.g., the Vendor failed to meet minimum bid requirements).
2. Post-award grievance - Occurs when a Vendor is informed concurrently with or after the award announcement.
3. Other - Grievances outside the regular contracting process/cycle, such as claims of New Innovative Technology or requests to add a new product category.

B. Method for Filing a Grievance: The preferred method for submitting a Vendor grievance is through the Company's Compliance Hotline; a Vendor wishing to file a grievance may contact the hotline by calling 800.750.4972 or may submit a grievance via the web at www.vizientinc.ethicspoint.com. The Compliance Hotline is managed for the Company by EthicsPoint, an independent third party.

C. Timelines

1. Pre-award grievance - Must be submitted within 14 calendar days after the grievant knows (or should have known) of the facts giving rise to the grievance.
2. Post-award grievance - Must be submitted within 30 calendar days after the announcement of the final award(s).
3. Exceptions - Exceptions to the above noted timeline will be considered on a case-by-case basis. Exceptions must be approved by the Compliance Officer or his/her designee, and will only be granted in exceptional circumstances.

D. Grievance Response Team: The Grievance Response Team shall be led by the Compliance Officer, or his/her designee, with assistance from the Compliance Department, Legal Department and other individuals deemed necessary or appropriate. In the event a designee is appointed, this person shall be the "Team Leader" of the Company's Grievance Response Team and shall be responsible for managing the process related to the grievance investigation.

E. Disqualifying Factors for a Grievance: The factors listed below could result in a grievance being dismissed:

1. Failure to submit an IFB/RFP by the deadline specified in the IFB/RFP instructions, or other failures to satisfy procedural or minimum requirements, do not qualify as a grievance and are not subject to review.
2. Failure of a grievant to meet established timelines for filing a grievance (as set forth above) will result in a dismissal of the grievance.
3. Any grievance related to New Innovative Technology outside of the contracting cycle will not be considered if the product was marketed at the time of the bid and the Vendor failed to respond to the IFB/RFP for the product.

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4. Failure of a grievant party to cooperate with the Team Leader during the investigation of the grievance, including without limitation the failure to provide requested information in a timely manner, may result in a dismissal of the grievance.
5. Exceptions will be considered on a case-by-case basis. Exceptions must be approved by the Compliance Officer, or his/her designee, and will only be granted in exceptional circumstances.

F. Responsibilities

1. Grievance Response Team:
 - a) The Team Leader will contact the grievant in writing (including via e-mail) within seven (7) business days after receipt of the grievance with the following:
 - An overview of the grievance process
 - A request for additional information (if applicable)
 - An initial timeline for review and resolution of the grievance
 - b) The Company's Grievance Response Team will also be responsible for reviewing all appropriate records related to the grievance, such as bid documentation and any other applicable documentation related to the grievance. In addition to reviewing data, the Company's Grievance Response Team will be responsible for interviewing internal personnel as appropriate. At the Compliance Officer's discretion the grievance may be taken back to the council or task force members to solicit their recommendation on action to be taken by the Company.
 - c) A formal written response will be provided to the grievant within 90 days of receipt of the original grievance indicating disposition of the matter, unless such time period is extended in order to obtain feedback from outside experts.
2. Aggrieved Party - The grievant must reasonably cooperate with the Grievance Response Team during its evaluation of the grievance, including without limitation following all timelines and responding to requests for information in a timely fashion.

G. Outcomes: The Vendor Grievance Process will result in one of the following outcomes:

1. Sustain the original bid or innovative technology decision.
2. Bid or Re-Bid the product or product category.
3. Award a contract to the grievant.

H. HGPII Independent Evaluation: The Healthcare Group Purchasing Industry Initiative ("HGPII") has established a process by which a Vendor can obtain an independent third party review of contract award decisions. As a founding member of HGPII, the Company actively supports this process and encourages Vendors who have concerns regarding an award to take advantage of this process.

A Vendor must have first submitted its grievance to and completed the Vendor Grievance Process before a matter can be submitted for HGPII Independent Evaluation. Grievances

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disqualified for one of the reasons set forth above are not eligible for the HGPII process. Details regarding this process can be viewed on HGPII's website.

If in the HGPII Independent Evaluation Process the neutral rules in favor of the Vendor, the Company will resubmit a recommendation to a member council before taking action

V. RELATED FORMS AND OTHER RESOURCES

1. American Bar Association Model Procurement Code
2. Innovative Technology Policy
3. HGPII's Independent Evaluation Process

VI. FREQUENTLY ASKED QUESTIONS

The examples below are intended to assist Employees in complying with this policy. Be aware that other circumstances not described below may also be subject to this policy. If an Employee has any doubt whether this policy applies, the Employee should consult with their supervisor and/or a member of the Compliance Department.

If an Employee is approached by a Vendor who expresses intent to file a grievance or indicates they have already filed a grievance, what should the Employee do?

The Employee should consult with their supervisor and a member of the Compliance Department for further instructions.

VII. CONTACT FOR QUESTIONS

Any questions regarding this policy or procedure may be directed to the Compliance Department at (972) 581-5966.