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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2018

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public

Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

A For the 2019 calendar year, or tax year beginning 01-01-2018 , and ending 12-31-2018

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization

TUFTS HEALTH PLAN INC

% UMESH KURPAD

Doing business as

Number and street (or P O box if mail is not delivered to street address) Room/suite

705 MOUNT AUBURN STREET

City or town, state or province, country, and ZIP or foreign postal code

WATERTOWN, MA 024721508

F Name and address of principal officer

UMESH KURPAD

705 Mount Auburn Street

Watertown, MA 02472

H(a) Is this a group return for subordinates?

☐ Yes ☒ No

H(b) Are all subordinates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

D Employer identification number

81-4089215

E Telephone number

(617) 972-9400

G Gross receipts \$ 130,023,781

I Tax-exempt status

☐ 501(c)(3) ☒ 501(c) (4) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.TUFTSHEALTHPLAN.COM

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 2016

M State of legal domicile MA

Part I

Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities

Tufts Health Plan, Inc (THPI)'s purpose is to operate exclusively for the promotion of social welfare, for the benefit of, to perform the functions of, and to (Continue on Sch O)

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

4 Number of independent voting members of the governing body (Part VI, line 1b)

5 Total number of individuals employed in calendar year 2018 (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

7a Total unrelated business revenue from Part VIII, column (C), line 12

7b Net unrelated business taxable income from Form 990-T, line 34

Revenue

8 Contributions and grants (Part VIII, line 1h)

9 Program service revenue (Part VIII, line 2g)

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25) ▶0

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

19 Revenue less expenses Subtract line 18 from line 12

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

21 Total liabilities (Part X, line 26)

22 Net assets or fund balances Subtract line 21 from line 20

Prior Year

0

0

161,078

0

161,078

0

0

0

0

0

12,134,456

12,134,456

-11,973,378

Beginning of Current Year

1,052,741,715

0

1,052,741,715

Current Year

0

0

936,393

128,460,361

129,396,754

0

587,000

0

504,686

1,091,686

128,305,068

End of Year

1,180,093,544

1,091,685

1,179,001,859

Part II

Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer

ROLAND PRICE VP

Type or print name and title

2019-11-14

Date

Paid Preparer Use Only

Print/Type preparer's name

Firm's name ▶ ERNST & YOUNG US LLP

Firm's address ▶ 2100 ONE PPG PLACE

PITTSBURGH, PA 15222

Preparer's signature

Date

Check ☐ if self-employed

PTIN P01641852

Firm's EIN ▶

Phone no (412) 644-7800

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2018)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒**1** Briefly describe the organization's mission

As described in further detail in part I, Line I, THPI's activities includes supervising, overseeing, and approving strategic planning for TAHMO, THPP and the other entities in the Tufts Health Plan enterprise

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)
See Additional Data














4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 0

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a	No
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	Yes
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	No

Part IV Checklist of Required Schedules (continued)

		Yes	No	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No	
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	0	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		

2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		2a	0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				2b	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?				3a	No
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O				3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?				4a	No
b If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)					
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?				5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?				5b	No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?				5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?				6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?				6b	
7 Organizations that may receive deductible contributions under section 170(c).					
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?				7a	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?				7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?				7c	
d If "Yes," indicate the number of Forms 8282 filed during the year				7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				7e	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				7f	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?				7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?				7h	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?				8	
9a Did the sponsoring organization make any taxable distributions under section 4966?				9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?				9b	
10 Section 501(c)(7) organizations. Enter					
a Initiation fees and capital contributions included on Part VIII, line 12				10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities				10b	
11 Section 501(c)(12) organizations. Enter					
a Gross income from members or shareholders				11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)				11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?				12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year				12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.					
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O				13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans				13b	
c Enter the amount of reserves on hand				13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?				14a	No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O				14b	
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N				15	No
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O				16	No

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response or note to any line in this Part VI ☒

Section A. Governing Body and Management

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a 13		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b Enter the number of voting members included in line 1a, above, who are independent	1b 11		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6 Did the organization have members or stockholders?	6		No
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		No
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	Yes	
b Each committee with authority to act on behalf of the governing body?	8b	Yes	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a Yes	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c Yes	
13 Did the organization have a written whistleblower policy?	13 Yes	
14 Did the organization have a written document retention and destruction policy?	14 Yes	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a Yes	
b Other officers or key employees of the organization	15b Yes	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed: **MA**

18 Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records:
► UMESH KURPAD 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 (617) 972-9400

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII ☐

1

● List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

● List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

● List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

[illegible]

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								0	14,966,944	2,254,662

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ► 0

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	Yes	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE,		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ► 0

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII ☐

Contributions, Gifts, Grants
and Other Similar Amounts

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
1a	Federated campaigns . . .	1a				
b	Membership dues . . .	1b				
c	Fundraising events . . .	1c				
d	Related organizations	1d				
e	Government grants (contributions)	1e				
f	All other contributions, gifts, grants, and similar amounts not included above	1f				
g	Noncash contributions included in lines 1a - 1f \$ _____					
h Total.	Add lines 1a-1f ▶		0			

Program Service Revenue

			Business Code				
2a	_____						
b	_____						
c	_____						
d	_____						
e	_____						
f	All other program service revenue						
g Total.	Add lines 2a-2f ▶		0				

Other Revenue

Other Revenue

3 Investment income (including dividends, interest, and other similar amounts) ▶		963,420			963,420
4 Income from investment of tax-exempt bond proceeds ▶		0			
5 Royalties ▶		0			
6a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)	0	0			
d Net rental income or (loss) ▶			0		
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis and sales expenses	600,000				
c Gain or (loss)	627,027				
d Net gain or (loss) ▶	-27,027		-27,027		-27,027
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a		0			
b Less direct expenses b		0			
c Net income or (loss) from fundraising events . . . ▶			0		
9a Gross income from gaming activities See Part IV, line 19 a		0			
b Less direct expenses b		0			
c Net income or (loss) from gaming activities . . . ▶			0		
10a Gross sales of inventory, less returns and allowances . . . a		0			
b Less cost of goods sold . . . b		0			
c Net income or (loss) from sales of inventory . . . ▶			0		
Miscellaneous Revenue	Business Code				
11a Equity in subsidiaries	524114	128,460,361	128,460,361	0	0
b _____					
c _____					
d All other revenue					
e Total. Add lines 11a-11d ▶		128,460,361			
12 Total revenue. See Instructions ▶		129,396,754	128,460,361	0	936,393

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.	0	0		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.	0	0		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.	0	0		
4 Benefits paid to or for members.	0	0		
5 Compensation of current officers, directors, trustees, and key employees.	587,000	0	587,000	0
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0	0	0	0
7 Other salaries and wages.	0	0	0	0
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	0	0	0	0
9 Other employee benefits.	0	0	0	0
10 Payroll taxes.	0	0	0	0
11 Fees for services (non-employees):				
a Management.	0	0	0	0
b Legal.	0	0	0	0
c Accounting.	7,101	0	7,101	0
d Lobbying.	0	0	0	0
e Professional fundraising services. See Part IV, line 17.	0			0
f Investment management fees.	0	0	0	0
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	377,682	0	377,682	0
12 Advertising and promotion.	0	0	0	0
13 Office expenses.	993	0	993	0
14 Information technology.	55,972	0	55,972	0
15 Royalties.	0	0	0	0
16 Occupancy.	0	0	0	0
17 Travel.	24,428	0	24,428	0
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0	0	0	0
19 Conferences, conventions, and meetings.	37,197	0	37,197	0
20 Interest.	0	0	0	0
21 Payments to affiliates.	0	0	0	0
22 Depreciation, depletion, and amortization.	0	0	0	0
23 Insurance.	0	0	0	0
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a miscellaneous.	1,313	0	1,313	0
b				
c				
d				
e All other expenses.				
25 Total functional expenses. Add lines 1 through 24e.	1,091,686	0	1,091,686	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part IX ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	100,000	1	10,110
	2 Savings and temporary cash investments	0	2	0
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	42
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	0		
	b Less: accumulated depreciation	0	10c	0
	11 Investments—publicly traded securities	0	11	0
	12 Investments—other securities. See Part IV, line 11	29,949,506	12	28,930,821
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	36,954,590	14	36,954,590
	15 Other assets. See Part IV, line 11	985,737,619	15	1,114,197,981
16 Total assets. Add lines 1 through 15 (must equal line 34)	1,052,741,715	16	1,180,093,544	
Liabilities	17 Accounts payable and accrued expenses	0	17	0
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17 - 24). Complete Part X of Schedule D	0	25	1,091,685
	26 Total liabilities. Add lines 17 through 25	0	26	1,091,685
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	1,052,741,715	27	1,179,001,859
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	1,052,741,715	33	1,179,001,859	
34 Total liabilities and net assets/fund balances	1,052,741,715	34	1,180,093,544	

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	129,396,754
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,091,686
3	Revenue less expenses Subtract line 2 from line 1	3	128,305,068
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,052,741,715
5	Net unrealized gains (losses) on investments	5	-2,044,924
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,179,001,859

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:
Software Version:
EIN: 81-4089215
Name: TUFTS HEALTH PLAN INC

Form 990 (2018)

Form 990, Part III, Line 4a:

THPI'S PURPOSE IS TO OPERATE EXCLUSIVELY FOR THE PROMOTION OF SOCIAL WELFARE, FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF, AND TO CARRY OUT THE PURPOSES OF AND OVERSEE ORGANIZATIONS THAT (A) ARRANGE FOR THE PROVISION OF COMPREHENSIVE HEALTH CARE SERVICES, PRIMARILY ON A PRE-PAID BASIS, MANAGED CARE PROGRAMS, AND OTHER ALTERNATIVE HEALTH CARE DELIVERY PROGRAMS, INCLUDING PROGRAMS DIRECTED PRIMARILY AT LOW INCOME RESIDENTS,(SEE SCHEDULE O)

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Eileen Auen DIRECTOR	3 0 0 0	X						0	40,500	0
Peter Drotch Director (THRU 6/18)	3 0 0 0	X						0	32,500	0
Michael J McColgan Director	4 0 0 0	X						0	49,500	0
Bertram Scott DIRECTOR	3 0 0 0	X						0	44,000	0
Irina Simmons Director	3 0 0 0	X						0	50,500	0
Mary Anna Sullivan DIRECTOR	3 0 0 0	X						0	50,000	0
Frank Torti DIRECTOR	3 0 0 0	X						0	45,000	0
Gregory d Tranter Director & VICE CHAIRMAN	4 0 0 0	X						0	53,000	0
Jeff A Weiss DIRECTOR(THRU 8/18)	1 0 0 0	X						0	16,500	0
Thomas A Croswell President & CEO	2 5 47 5	X		X				0	2,040,778	181,001

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Robert Spellman CHAIRMAN OF THE BOARD	8 0 0 0	X		X				0	75,000	0
Thomas P O'Neill III VICE CHAIRMAN & DIRECTOR	2 0 3 0	X						0	44,500	0
Susan Windham-Bannister DIRECTOR & VICE CHAIRMAN	3 0 0 0	X						0	49,000	0
CHARLOTTE GOLAR RICHIE DIRECTOR (BEGIN 6/18)	1 0 1 0	X						0	25,000	0
TODD WHITBECK DIRECTOR (BEGIN 6/18)	1 0 0 0	X						0	22,000	0
Patricia Blake PRES, SR PRODUCT	0 0 50 0			X				0	726,877	140,911
Tracey Carter SVP & CHIEF ACTUARY	2 5 47 5			X				0	678,692	182,852
Lydia Greene SVO, CHIEF HR OFR	2 5 47 5			X				0	613,554	73,049
Maurice Hebert SVP, FIN & CAO (THRU 9/18)	2 5 47 5			X				0	595,210	43,242
Paul Kasuba SVP & CMO	2 5 47 5			X				0	697,618	119,843

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Umesh Kurpad SVP & CFO	2 5 47 5			X				0	1,049,619	118,128
Mary O Mahoney Clerk, SVP, chief legal ofc	2 5 47 5			X				0	686,137	77,195
Marc Spooner EVP,COM & GOV'T PDTS	2 5 47 5			X				0	874,432	310,065
Patricia Trebino SVP, Chief Opp Ofr	2 5 47 5			X				0	856,509	103,958
Roland Price Treasurer & vp	9 0 41 0			X				0	450,360	69,217
Kristin L Lewis SVP, Chf Pub Affair	2 5 47 5			X				0	467,338	120,733
Derek Abruzzese SVP, Chf Strat Ofr	2 5 47 5			X				0	528,434	180,584
Marc Backon PRES, COMM PRODUCT	2 5 47 5			X				0	676,458	38,702
JEAN YANG PRES, PUBLIC PLANS	0 0 50 0			X				0	327,958	51,383
joseph imbimbo Chief Technology Officer	2 5 47 5					X		0	469,422	72,583

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099- MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
miriam sullivan VP OF PHARMACY & HLTH PRGRMS	2 5 47 5					X		0	470,244	61,786
DEBRA S POSKANZER VP MED AFFAIRS & QUALITY MAN	2 5 47 5					X		0	462,060	91,625
PATRICE DEVOE VP OPERATIONS	2 5 47 5					X		0	438,410	99,264
NORA MORENO CARGIE VP CORPORATE CITIZENSHIP	0 0 50 0					X		0	423,118	97,405
Christopher Gorton FORMER SVP (THRU 12/17)	0 0 50 0						X	0	650,968	13,706
james roosevelt FORMER OFFICER (THRU 1/16)	5 0 45 0						X	0	185,748	7,430

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SCHEDULE D

(Form 990)

Supplemental Financial Statements

► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

TUFTS HEALTH PLAN INC

Employer identification number

81-4089215

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate value of contributions to (during year)	
3	Aggregate value of grants from (during year)	
4	Aggregate value at end of year	

5

Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?

☐ Yes ☐ No

6

Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

☐ Yes ☐ No

Part II

Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or education)

☐ Preservation of an historically important land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4

Number of states where property subject to conservation easement is located ►

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►

7

Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i)

Revenue included on Form 990, Part VIII, line 1

► \$

(ii)

Assets included in Form 990, Part X

► \$

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenue included on Form 990, Part VIII, line 1

► \$

b

Assets included in Form 990, Part X

► \$

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Cat No 52283D

Schedule D (Form 990) 2018

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? . . .

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	(c)Two years back	(d)Three years back	(e)Four years back
1a	Beginning of year balance				
b	Contributions				
c	Net investment earnings, gains, and losses				
d	Grants or scholarships				
e	Other expenditures for facilities and programs				
f	Administrative expenses				
g	End of year balance				

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Temporarily restricted endowment ▶

The percentages on lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

(ii)

related organizations

b

If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?

	Yes	No
3a(i)		
3a(ii)		
3b		

4

Describe in Part XIII the intended uses of the organization's endowment funds

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a	Land			
b	Buildings			
c	Leasehold improvements			
d	Equipment			
e	Other			
Total.	Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶			

Part VII

Investments—Other Securities. Complete if the organization answered "Yes" on Form 990, Part IV, line 11b.
See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶		

Part VIII

Investments—Program Related.
Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ▶		

Part IX

Other Assets. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) Investment in TAHMO	770,672,290
(2) Investment in THPP	343,525,691
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	1,114,197,981

Part X

Other Liabilities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f.
See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
1. Federal income taxes	0
Due to TAHP-HC	7,101
Due to TAHMO	1,084,584
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	1,091,685

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII

☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 81-4089215
Name: TUFTS HEALTH PLAN INC

Supplemental Information

Return Reference	Explanation
FORM 990, SCHEDULE D, PART X, LINE 2	ASC 740 (FKA FIN 48) FOOTNOTE IN 2018, THE AUDITED FINANCIAL STATEMENTS FOR TUFTS HEALTH PLAN INC , DID NOT DISCLOSE AN ASC 740 FOOTNOTE

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**
- ▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**
▶ **Attach to Form 990.**
- ▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Name of the organization
TUFTS HEALTH PLAN INC

Employer identification number

81-4089215

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e g , maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|--|--|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

c Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

a The organization?

b Any related organization?

If "Yes," on line 5a or 5b, describe in Part III

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

a The organization?

b Any related organization?

If "Yes," on line 6a or 6b, describe in Part III

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

Yes

4b

Yes

4c

No

5a

No

5b

No

6a

Yes

6b

Yes

7

No

8

No

9

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

See Additional Data Table**Schedule J (Form 990) 2018**

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
schedule j, part i, line 3	<p>THE COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS (THE "BOARD") OF TUFTS HEALTH PLAN, INC. (TUFTS HP OR THE "COMPANY") REVIEWS AND ADMINISTERS TOTAL REMUNERATION OPPORTUNITIES, POLICIES, PROGRAMS, AND MAJOR CHANGES IN TUFTS HP'S BENEFIT PLANS THAT ARE APPLICABLE TO THE OFFICERS AND EXECUTIVES OF THE COMPANY (THE "EXECUTIVES") - THESE INCLUDE THE CEO AND ALL SENIOR VICE PRESIDENTS), AS WELL AS TO THE GENERAL AUDITOR, CHIEF COMPLIANCE & ETHICS OFFICER, AND ANY OTHER INDIVIDUAL OR GROUPS THE COMMITTEE DEEMS APPROPRIATE BASED ON ITS INTERPRETATION OF THE DEFINITION OF "DISQUALIFIED PERSONS" IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986. THE COMMITTEE IS COMPRISED OF INDEPENDENT DIRECTORS OF THE COMPANY. THE COMMITTEE REPORTS TO THE FULL BOARD OF DIRECTORS. FOR CEO COMPENSATION, THE COMMITTEE REVIEWS THE INFORMATION DESCRIBED BELOW AND RECOMMENDS THE CEO'S COMPENSATION TO THE FULL BOARD FOR ITS APPROVAL. THE COMMITTEE REVIEWS AND APPROVES COMPENSATION RECOMMENDATIONS FROM THE CEO FOR OTHER EXECUTIVES, AND PROVIDES A REPORT TO THE FULL BOARD ON THIS INFORMATION. IT IS THE BOARD'S INTENTION THAT THE COMMITTEE WILL PERFORM ITS DUTIES IN A MANNER THAT WILL ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OFFERED TO EXECUTIVES AND OTHER "DISQUALIFIED PERSONS" ARE REASONABLE. COMPARABILITY DATA AND REASONABLENESS: THE TOTAL REMUNERATION OPPORTUNITIES PROVIDED TO EXECUTIVES OF THE COMPANY ARE INTENDED TO BE COMPETITIVE WITH, AND IN REASONABLE COMPARISON TO, THOSE OPPORTUNITIES PROVIDED BY ORGANIZATIONS IN THOSE BUSINESS SECTORS WITH WHICH THE COMPANY COMPETES FOR EXECUTIVE TALENT. THE BOARD BELIEVES THAT SUCH COMPETITORS ARE NOT LIMITED TO OTHER HEALTHCARE INSTITUTIONS AND THAT COMPARISONS SHOULD BE MADE TO THE COMPENSATION PRACTICES OF A CROSS SECTION OF BUSINESS SECTORS IN BOTH FOR-PROFIT AND NOT-FOR-PROFIT ORGANIZATIONS, WHEN APPROPRIATE. THE COMMITTEE RETAINS INDEPENDENT COMPENSATION CONSULTANTS TO PROVIDE DATA AS NECESSARY, AND ALSO USES AVAILABLE SOURCES OF INDEPENDENT DATA ON COMPENSATION. PEER ORGANIZATIONS AND PUBLISHED SURVEY SOURCES WILL BE APPROVED BY THE COMMITTEE BASED ON ITS REASONABLE DETERMINATION. THE COMMITTEE MAY ALSO RELY ON MEMBERS OF MANAGEMENT AND OUTSIDE ADVISORS, CONSULTANTS, AND COUNSEL TO PROVIDE MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO COMPENSATION-RELATED MATTERS. THE DATA REVIEWED CONSISTS OF COMPARABLE, RELEVANT MARKET DATA FOR THE COMPANY'S POSITIONS FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES, OF HEALTH AND MANAGED CARE INSTITUTIONS AND THE GENERAL INDUSTRY. OTHER SURVEYS OF SPECIALIZED SKILL SETS OR EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE COMPANY, E.G., ACTUARIAL, LEGAL, ETC., ARE ALSO INCORPORATED AS NEEDED, ALONG WITH GEOGRAPHIC REFERENCES TO THE BOSTON AND NEW ENGLAND LABOR MARKETS. THE COMMITTEE WILL RELY ON THIS MARKET DATA TO ASSESS, DETERMINE, AND VALIDATE COMPENSATION LEVELS FOR THE COMPANY'S EXECUTIVES. THE COMMITTEE USES THIS DATA IN ITS REVIEW OF: - SETTING BASE SALARIES - IN LIGHT OF MARKET DATA AND THE INDIVIDUAL'S PERFORMANCE, BACKGROUND, EXPERIENCES, AND PERSONAL SKILLS. BASE SALARY WILL BE SET SO THAT THE TARGETED POSITIONING OF AN EXECUTIVE IS AT THE 50TH PERCENTILE FOR EACH POSITION. ACTUAL BASE SALARY MAY VARY BASED ON SKILLS, BACKGROUND, AND EXPERIENCE. - ANNUAL INCENTIVE COMPENSATION - THE COMPANY'S GOAL IS TO PROVIDE COMPETITIVE AND REASONABLE OPPORTUNITIES UNDER THE TERMS OF AN EXECUTIVE ANNUAL INCENTIVE PLAN FOR THE SELECTED POSITIONS WHICH ARE RESPONSIBLE FOR ACHIEVING PERFORMANCE GOALS THAT REFLECT THE OVERALL MISSION OF THE COMPANY, AND THE STRATEGIC DIRECTION OF THE COMPANY FOR THE PERFORMANCE YEAR. THE COMMITTEE MAKES EVERY EFFORT TO ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OPPORTUNITIES PROVIDED TO EXECUTIVES ARE REASONABLE, AS SUCH PRESUMPTION IS CONTEMPLATED IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED FROM TIME TO TIME. IN ESTABLISHING THE PRESUMPTION OF REASONABLENESS, THE COMMITTEE MAY ENGAGE THE PROFESSIONAL SERVICES OF INDEPENDENT LEGAL COUNSEL, COMPENSATION EXPERTS, ACCOUNTANTS, AND OTHER EXPERTS AND ADVISORS. TIMING: EXECUTIVE BENCHMARKING IS COMPLETED EVERY TWO YEARS FOR THOSE INDIVIDUALS UNDER THE COMPENSATION COMMITTEE'S PURVIEW BY THE EXTERNAL CONSULTANT ENGAGED BY THE COMPENSATION COMMITTEE. TO COMPLETE THE ANALYSIS, THE CONSULTANT: - COLLECTED RELEVANT INFORMATION REGARDING THE COMPANY'S OPERATIONS, COMPLEXITY, STRUCTURE, SIZE, AND SCOPE, AS WELL AS RELEVANT BACKGROUND ON THE EXECUTIVES' DUTIES AND SCOPE OF RESPONSIBILITIES, - DETERMINED THE SURVEY SOURCES TO USE IN THE ANALYSIS, BASED ON THE COMPANY'S COMPETITIVE MARKET FOR EXECUTIVE POSITIONS (AS DESCRIBED ABOVE), - MATCHED THE COMPANY'S EXECUTIVE POSITIONS IN THE SURVEYS BASED ON THE COMPANY'S SIZE, COMPLEXITY, AND SCOPE, AS WELL AS ACCORDING TO SPECIFIC POSITION RESPONSIBILITIES AND REPORTING RELATIONSHIPS, - VALIDATED THE SURVEY SOURCES AND MARKET MATCHES WITH THE INTERNAL COMPENSATION TEAM TO ENSURE CONSISTENCY, - REVIEWED, COMPILED, AND SUMMARIZED THE DATA IN REPORT FORM. THE REPORT SUMMARIZING THE RESULTS OF THE ANALYSIS WAS PRESENTED TO THE COMPENSATION COMMITTEE FOR DISCUSSION AND DELIBERATION. DOCUMENTATION: A SUMMARY OF THE DISCUSSIONS AND DELIBERATIONS OF THE COMMITTEE ARE DOCUMENTED IN THE MEETING MINUTES, WHICH ARE REVIEWED AND APPROVED BY THE COMMITTEE. COPIES OF ALL MEETING MATERIALS DISTRIBUTED PRIOR TO AND DURING THE MEETING ARE MAINTAINED IN THE CORPORATE RECORDS ALONG WITH MEETING MINUTES.</p>

Return Reference	Explanation
SCHEDULE J, PART I, LINE 4A	CHRISTOPHER GORTON RECEIVED \$367,729 IN SEVERENCE SCHEDULE J, PART I, LINE 4B THE RELATED ORGANIZATION MAINTAINS AN EXECUTIVE SAVINGS PLAN (ESP) FOR ITS SENIOR MANAGERS WITH THE TITLE DIRECTOR AND ABOVE THE NUMBERS LISTED ON SCHEDULE J PART II COLUMN C REFLECT BOTH THE EMPLOYEE DEFERRALS AS WELL AS THE EMPLOYER CONTRIBUTIONS TO THE ESP

Return Reference	Explanation
FORM 990, SCHEDULE J, LINE 6	THE OFFICERS AND KEY EMPLOYEES OF TUFTS HEALTH PLAN, INC (THPI) LISTED ON PART VII PARTICIPATE IN AN EXECUTIVE INCENTIVE PLAN THAT IS BASED ON THE OVERALL ANNUAL SUCCESS OF THE ORGANIZATION THE ORGANIZATION'S GOALS ARE ESTABLISHED EARLY IN THE YEAR AND APPROVED BY ITS INDEPENDENT BOARD OF DIRECTORS ONE OF THE COMPONENTS OF THE PLAN IS BASED ON MEETING TARGETED OPERATING EARNINGS



Additional Data

Software ID:
Software Version:
EIN: 81-4089215
Name: TUFTS HEALTH PLAN INC

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Patricia Blake PRES, SR PRODUCT	(i)	0	0	0	0	0	0	0
	(ii)	397,067	287,288	42,522	123,075	17,836	867,788	51,199
Tracey Carter SVP & CHIEF ACTUARY	(i)	0	0	0	0	0	0	0
	(ii)	372,005	267,065	39,622	165,101	17,751	861,544	46,680
Christopher Gorton FORMER SVP (THRU 12/17)	(i)	0	0	0	0	0	0	0
	(ii)	0	267,707	383,261	8,100	5,606	664,674	0
Lydia Greene SVO, CHIEF HR OFR	(i)	0	0	0	0	0	0	0
	(ii)	333,621	239,509	40,424	66,415	6,634	686,603	40,888
Maurice Hebert SVP, FIN & CAO (THRU 9/18)	(i)	0	0	0	0	0	0	0
	(ii)	277,413	269,259	48,538	30,600	12,642	638,452	0
Paul Kasuba SVP & CMO	(i)	0	0	0	0	0	0	0
	(ii)	380,621	276,470	40,527	101,926	17,917	817,461	48,864
Umesh Kurpad SVP & CFO	(i)	0	0	0	0	0	0	0
	(ii)	534,228	443,480	71,911	105,831	12,297	1,167,747	74,519
Mary O Mahoney Clerk, SVP, chief legal ofc	(i)	0	0	0	0	0	0	0
	(ii)	387,923	252,607	45,607	75,811	1,384	763,332	43,568
Marc Spooner EVP,COM & GOV'T PDTS	(i)	0	0	0	0	0	0	0
	(ii)	471,215	355,091	48,126	292,181	17,884	1,184,497	56,473
Patricia Trebino SVP, Chief Opp Ofr	(i)	0	0	0	0	0	0	0
	(ii)	438,770	364,237	53,502	86,097	17,861	960,467	59,274
Roland Price Treasurer & vp	(i)	0	0	0	0	0	0	0
	(ii)	264,050	150,698	35,612	57,556	11,661	519,577	29,423
Thomas A Croswell President & CEO	(i)	0	0	0	0	0	0	0
	(ii)	943,991	952,297	144,490	174,223	6,778	2,221,779	142,339
james roosevelt FORMER OFFICER (THRU 1/16)	(i)	0	0	0	0	0	0	0
	(ii)	185,748	0	0	7,430	0	193,178	0
joseph imbimbo Chief Technology Officer	(i)	0	0	0	0	0	0	0
	(ii)	280,833	161,560	27,029	60,926	11,657	542,005	33,268
miriam sullivan VP OF PHARMACY & HLTH PRGRMS	(i)	0	0	0	0	0	0	0
	(ii)	286,999	161,888	21,357	49,932	11,854	532,030	26,782
Kristin L Lewis SVP, Chf Pub Affair	(i)	0	0	0	0	0	0	0
	(ii)	289,310	155,161	22,867	103,277	17,456	588,071	30,434
Derek Abruzzese SVP, Chf Strat Ofr	(i)	0	0	0	0	0	0	0
	(ii)	291,257	211,559	25,618	163,118	17,466	709,018	34,856
Marc Backon PRES, COMM PRODUCT	(i)	0	0	0	0	0	0	0
	(ii)	381,795	277,323	17,340	37,371	1,331	715,160	48,888
DEBRA S POSKANZER VP MED AFFAIRS & QUALITY MAN	(i)	0	0	0	0	0	0	0
	(ii)	322,004	115,585	24,471	73,910	17,715	553,685	35,802
PATRICE DEVOE VP OPERATIONS	(i)	0	0	0	0	0	0	0
	(ii)	266,614	151,912	19,884	81,884	17,380	537,674	29,747

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees								
(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
NORA MORENO CARGIE VP CORPORATE CITIZENSHIP	(i)	0	0	0	0	0	0	0
	(ii)	271,668	155,657	-4,207	85,607	11,798	520,523	30,747
JEAN YANG PRES, PUBLIC PLANS	(i)	0	0	0	0	0	0	0
	(ii)	329,808		-1,850	43,981	7,402	379,341	0

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Name of the organization

TUFTS HEALTH PLAN INC

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Employer identification number

81-4089215

990 Schedule O, Supplemental Information

Return Reference	Explanation
form 990, part I, line 1	CARRY OUT THE PURPOSES OF AND OVERSEE ORGANIZATIONS THAT (A) ARRANGE FOR THE PROVISION OF COMPREHENSIVE HEALTH CARE SERVICES, PRIMARILY ON A PRE-PAID BASIS, MANAGED CARE PROGRAMS, AND OTHER ALTERNATIVE HEALTH CARE DELIVERY PROGRAMS, INCLUDING PROGRAMS DIRECTED PRIMARILY AT LOW INCOME RESIDENTS, (B) PROMOTE HEALTH MAINTENANCE THROUGH PROVIDING AND/OR ARRANGING FOR THE PROVISION OF HEALTH EDUCATION SERVICES, AND/OR (C) PROMOTE POSITIVE REGIONAL HEALTH PLANNING BETWEEN PROVIDERS AND CONSUMERS THPI WILL MANAGE AND COORDINATE THE COMBINED ACTIVITIES OF TAHMO, THPP, AND THEIR SUBSIDIARIES AND AFFILIATES THPI IS THE SOLE CORPORATE MEMBER OF TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC ("TAHMO") AND TUFTS HEALTH PUBLIC PLANS, INC ("THPP") TAHMO IS A SECTION 501(C)(4) ORGANIZATION ORGANIZED AS A NONPROFIT CORPORATION THAT OFFERS PREPAID HEALTH PLANS TO INDIVIDUALS, SMALL GROUPS, LARGE GROUPS AND MEDICARE AND MEDICAID BENEFICIARIES, PRIMARILY IN MASSACHUSETTS TAHMO IS ALSO THE PARENT OF ADDITIONAL TUFTS HEALTH PLAN SUBSIDIARIES AND AFFILIATES THAT ALSO PROVIDE HEALTH PLAN COVERAGE AND RELATED SERVICES THPP IS A SECTION 501(C)(4) ORGANIZATION ORGANIZED AS A NONPROFIT CORPORATION THAT OFFERS PREPAID HEALTH PLANS TO LOW AND MODERATE INCOME RESIDENTS OF MASSACHUSETTS AND RHODE ISLAND THPI'S ACTIVITIES INCLUDE SUPERVISING, OVERSEEING, AND APPROVING STRATEGIC PLANNING FOR TAHMO, THPP, AND THE OTHER ENTITIES IN THE TUFTS HEALTH PLAN ENTERPRISE THPI'S ACTIVITIES ARE CARRIED OUT PRINCIPALLY THROUGH THE WORK OF ITS GOVERNING BOARD AND COMMITTEES FORM 990, PART III, LINE 4A THPI'S PURPOSE IS TO OPERATE EXCLUSIVELY FOR THE PROMOTION OF SOCIAL WELFARE, FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF, AND TO CARRY OUT THE PURPOSES OF AND OVERSEE ORGANIZATIONS THAT (A) ARRANGE FOR THE PROVISION OF COMPREHENSIVE HEALTH CARE SERVICES, PRIMARILY ON A PRE-PAID BASIS, MANAGED CARE PROGRAMS, AND OTHER ALTERNATIVE HEALTH CARE DELIVERY PROGRAMS, INCLUDING PROGRAMS DIRECTED PRIMARILY AT LOW INCOME RESIDENTS, (B) PROMOTE HEALTH MAINTENANCE THROUGH PROVIDING AND/OR ARRANGING FOR THE PROVISION OF HEALTH EDUCATION SERVICES, AND/OR (C) PROMOTE POSITIVE REGIONAL HEALTH PLANNING BETWEEN PROVIDERS AND CONSUMERS THPI'S ACTIVITIES INCLUDE SUPERVISING, OVERSEEING, AND APPROVING STRATEGIC PLANNING FOR TAHMO, THPP, AND THE OTHER ENTITIES IN THE TUFTS HEALTH PLAN ENTERPRISE

990 Schedule O, Supplemental Information

Return Reference	Explanation
form 990, part vi, line 2	<p>FAMILY OR BUSINESS RELATIONSHIPS THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFI CER FOR TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC THOMAS CROSWELL EILEEN AUEN PETER DROTCH Through June 5, 2018 THOMAS P O'NEILL, III BERTRAM SCOTT IRINA SIMMONS ROBE RT SPELLMAN MARY ANNA SULLIVAN, M D FRANK TORTI, M D GREG TRANTER SUSAN WINDHAM BANNISTE R JEFF WEISS - Through August 31, 2018 MICHAEL MCCOLGAN DEREK ABRUZZESE Through June 5, 20 18 MARC BACKON Through June 5, 2018 PATRICIA BLAKE Through June 5, 2018 TRACEY CARTER Thro ugh June 5, 2018 LYDIA GREENE Through June 5, 2018 MAURICE HEBERT Through June 5, 2018 PAU L KASUBA, M D Through June 5, 2018 UMESH KURPAD MARY O'TOOLE MAHONEY, ESQ MARC SPOONER T hrough June 5, 2018 PATRICIA TREBINO Through June 5, 2018 ROLAND PRICE KRISTIN LEWIS Throu gh June 5, 2018 Jean Yang January 8, 2018 through June 5, 2018 Charlotte Golar Richie As o f June 6, 2018 Todd Whitbeck As of June 6, 2018 THE FOLLOWING PEOPLE SERVED AS A BOARD MEM BER AND/OR OFFICER FOR TUFTS HEALTH PLAN FOUNDATION, INC THOMAS CROSWELL THOMAS P O'NEIL L, III MARY MAHONEY UMESH KURPAD ROLAND PRICE LYDIA GREENE Charlotte Golar Richie As of Ju ne 6, 2018 THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS ASSOCIAT ED HEALTH PLANS, INC THOMAS CROSWELL PAUL KASUBA Through June 5, 2018 PATRICIA TREBINO MA RY MAHONEY UMESH KURPAD ROLAND PRICE PATRICIA BLAKE- Through June 5, 2018 TRACEY CARTER Th rough June 5, 2018 MARC SPOONER Through June 5, 2018 ROBERT SPELLMAN DEREK ABRUZZESE Throu gh June 5, 2018 LYDIA GREENE Through June 5, 2018 MAURICE HEBERT Through June 5, 2018 MARC BACKON Through June 5, 2018 KRISTIN LEWIS - Through June 5, 2018 Jean Yang January 8, 201 8 through June 5, 2018 THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TO TAL HEALTH PLAN, INC THOMAS CROSWELL UMESH KURPAD MARY MAHONEY ROLAND PRICE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS INSURANCE COMPANY THOMAS CROSWE LL MARY MAHONEY UMESH KURPAD ROLAND PRICE TRICIA TREBINO ROBERT SPELLMAN Tracey Carter As of June 6, 2018 Maurice Hebert June 6, 2018 through September 14, 2018 THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS BENEFIT ADMINISTRATORS, INC THOMAS CR OSWELL MARY MAHONEY UMESH KURPAD ROLAND PRICE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBE R AND/OR OFFICER FOR TUFTS BROKERAGE CORPORATION, INC THOMAS CROSWELL MARY MAHONEY UMESH KURPAD ROLAND PRICE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS HEA LTH PUBLIC PLANS, INC THOMAS CROSWELL UMESH KURPAD MARY MAHONEY ROLAND PRICE MARC SPOONER - Through June 5, 2018 Jean Yang January 8, 2018 through June 5, 2018 Tracey Carter As of June 6, 2018 Maurice Hebert June 6, 2018 through September 14, 2018 THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER FOR INTEGRA PARTNERS HOLDINGS, INC THOMAS CROSWELL UMESH KURPAD GREG TRANTOR THE FOLLOWING PEOPLE SERVED AS A MANAGER OF THE BOARD MANAGERS OF CAREPARTNE RS OF CONNECTICUT HOLDING, LLC</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
form 990, part vi, line 2	DEREK ABRUZZESE PATRICIA BLAKE THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFI CER OF CAREPARTNERS OF CONNECTICUT, INC DEREK ABRUZZES PATRICIA BLAKE ROLAND PRICE THE FO LLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER OF TUFTS HEALTH FREEDOM PLANS, INC DEREK ABRUZZESE MARC SPOONER ROLAND PRICE Marc Backon April 13, 2018 through June 10, 201 8 THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER OF TUFTS HEALTH FREEDOM INS URANCE COMPANY DEREK ABRUZZESE MARC SPOONER ROLAND PRICE Marc Backon April 13, 2018 throu gh June 10, 2018

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 8B	FOR MAJORITY OF THE TIME, THE ORGANIZATION CONTEMPORANEOUSLY DOCUMENTS MEETINGS HELD AND WRITTEN ACTIONS UNDERTAKEN BY ITS COMMITTEES. HOWEVER, ON LIMITED OCCASIONS, A COMMITTEE MAY HAVE A SERIES OF CONFERENCE CALLS AND MINUTES FOR THOSE CALLS ARE NOT APPROVED UNTIL THE NEXT IN-PERSON MEETING, WHICH MAY BE MORE THAN SIXTY DAYS LATER.

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 11B	PROCESS USED TO REVIEW THE FORM 990 THE FORM 990 IS PREPARED IN THE TUFTS HEALTH PLAN FINANCE DEPARTMENT, WITH ASSISTANCE FROM OUR EXTERNAL ACCOUNTANTS, ERNST & YOUNG INFORMATION IS PROVIDED BY THE FINANCE DEPARTMENT, HUMAN RESOURCES DEPARTMENT, GOVERNANCE MANAGER, COMPLIANCE & PRIVACY OFFICER, AND INTERNAL LEGAL COUNSEL CERTAIN SECTIONS OF THE FORM ARE REVIEWED BY A NUMBER OF SENIOR MANAGERS, OUR CHIEF FINANCIAL OFFICER REVIEWS THE FORM IN ITS ENTIRETY ONCE THE FORM IS COMPLETE, IN NOVEMBER 2019, IT IS FORWARDED ON TO OUR BOARD OF DIRECTORS AND IT IS THEN SUBMITTED FOR FILING

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 12C	<p>MONITORING & ENFORCEMENT OF COMPLIANCE WITH CONFLICT OF INTEREST POLICY THE TUFTS HEALTH PLAN (THPI) CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY AND REVISED AS NEEDED THE POLICY REQUIRES MANAGERS,DIRECTORS, AVPS, VPS, SVPS, EVPS, THE PRESIDENT AND CEO, AND THE BOARD OF DIRECTORS TO ATTEST ANNUALLY THAT THEY WILL ABIDE BY THE POLICY IT ALSO REQUIRES THEM TO SUBMIT AN ANNUAL DISCLOSURE STATEMENT TO THE CORPORATE COMPLIANCE OFFICER, LISTING ANY OUTSIDE RELATIONSHIPS, INCLUDING FINANCIAL AND/OR BOARD RELATIONSHIPS, THAT THEY OR A FAMILY MEMBER HAVE WITH THPI'S SUPPLIERS, PURCHASERS, PROVIDERS AND/OR COMPETITORS THERE IS A PROTOCOL TO REVIEW ANY DISCLOSURE THAT MIGHT BE A POTENTIAL CONFLICT OF INTEREST ALSO, ALL EMPLOYEES ARE REQUIRED TO REPORT THE OFFER BY AN OUTSIDE ENTITY OF GIFTS OVER \$100, HONORARIA OR COVERAGE OF BUSINESS EXPENSES TO THE CORPORATE COMPLIANCE OFFICER AND A SENIOR LEADER BOTH MUST APPROVE BEFORE ACCEPTANCE IS ALLOWED THE LEVELS OF REVIEW ARE - FOR BOARD MEMBERS, THE BOARD CHAIR, CEO, AND BOARD AUDIT & COMPLIANCE COMMITTEE CHAIR - ONCE DISCLOSURES ARE REVIEWED AND APPROVED, THEY ARE COMMUNICATED TO THE GOVERNANCE MANAGER AND TO THE CORPORATE COMPLIANCE OFFICER - FOR TUFTS HEALTH PLAN MANAGEMENT, THE CORPORATE COMPLIANCE OFFICER, CHIEF COMPLIANCE & ETHICS OFFICER, AND CHIEF LEGAL OFFICER DISCLOSURES THAT NEED FURTHER REVIEW ARE BROUGHT TO THE BOARD AUDIT & COMPLIANCE COMMITTEE CHAIR IF A CONFLICT OF INTEREST DOES EXIST, A TRANSACTION WITH THE ENTITY WITH WHICH THERE IS A CONFLICT MAY BE UNDERTAKEN ONLY IF ALL OF THE FOLLOWING ARE OBSERVED 1 THE CONFLICTING INTEREST IS FULLY DISCLOSED, 2 THE PERSON WITH THE CONFLICT OF INTEREST MAY PRESENT INFORMATION, BUT THEN SHALL BE EXCUSED FROM FURTHER DISCUSSION AND FROM THE DECISION REGARDING APPROVING SUCH TRANSACTION, 3 IF PRACTICAL, A COMPETITIVE BID OR COMPARABLE VALUATION EXISTS, AND 4 THE BOARD (OR A DULY CONSTITUTED COMMITTEE THEREOF OR BOARD APPOINTEE) OR THE CHIEF COMPLIANCE & ETHICS OFFICER HAS DETERMINED THAT THE TRANSACTION IS IN THE BEST INTEREST OF THE ORGANIZATION ALL NEW HIRES, AND ALL EMPLOYEES ON AN ANNUAL BASIS, COMPLETE COMPLIANCE TRAINING THAT ADDRESSES CONFLICT OF INTEREST AND REQUIRES THE EMPLOYEE TO ATTEST THAT THEY DO NOT HAVE ANY POTENTIAL CONFLICTING RELATIONSHIPS THAT THEY HAVE NOT DISCLOSED TO THE PROPER LEVEL OF MANAGEMENT AND TO THE CORPORATE COMPLIANCE OFFICER</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 15	<p>PROCESS FOR DETERMINING COMPENSATION THE COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS (THE "BOARD") OF TUFTS HEALTH PLAN, INC (TUFTS HP OR THE "COMPANY") REVIEWS AND ADMINISTERS TOTAL REMUNERATION OPPORTUNITIES, POLICIES, PROGRAMS, AND MAJOR CHANGES IN TUFTS HP'S BENEFIT PLANS THAT ARE APPLICABLE TO THE OFFICERS AND EXECUTIVES OF THE COMPANY (THE "EXECUTIVES" - THESE INCLUDE THE CEO AND ALL SENIOR VICE PRESIDENTS), AS WELL AS TO THE GENERAL AUDITOR, CHIEF COMPLIANCE & ETHICS OFFICER, AND ANY OTHER INDIVIDUAL OR GROUPS THE COMMITTEE DEEMS APPROPRIATE BASED ON ITS INTERPRETATION OF THE DEFINITION OF "DISQUALIFIED PERSONS" IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986 THE COMMITTEE REPORTS TO THE FULL BOARD OF DIRECTORS FOR CEO COMPENSATION, THE COMMITTEE REVIEWS THE INFORMATION DESCRIBED BELOW AND RECOMMENDS THE CEO'S COMPENSATION TO THE FULL BOARD FOR ITS APPROVAL THE COMMITTEE REVIEWS AND APPROVES COMPENSATION RECOMMENDATIONS FROM THE CEO FOR OTHER EXECUTIVES, AND PROVIDES A REPORT TO THE FULL BOARD ON THIS INFORMATION IT IS THE BOARD'S INTENTION THAT THE COMMITTEE WILL PERFORM ITS DUTIES IN A MANNER THAT WILL ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OFFERED TO EXECUTIVES AND OTHER "DISQUALIFIED PERSONS" ARE REASONABLE COMPARABILITY DATA AND REASONABLENESS THE TOTAL COMPENSATION OPPORTUNITIES PROVIDED TO EXECUTIVES OF THE COMPANY ARE INTENDED TO BE COMPETITIVE WITH, AND IN REASONABLE COMPARISON TO, THOSE OPPORTUNITIES PROVIDED BY ORGANIZATIONS IN THOSE BUSINESS SECTORS WITH WHICH THE COMPANY COMPETES FOR EXECUTIVE TALENT THE BOARD BELIEVES THAT SUCH COMPETITORS ARE NOT LIMITED TO OTHER HEALTHCARE INSTITUTIONS AND THAT COMPARISONS SHOULD BE MADE TO THE COMPENSATION PRACTICES OF A CROSS-SECTION OF BUSINESS SECTORS IN BOTH FOR-PROFIT AND NOT-FOR-PROFIT ORGANIZATIONS, WHEN APPROPRIATE THE COMMITTEE RETAINS INDEPENDENT COMPENSATION CONSULTANTS TO PROVIDE DATA AS NECESSARY, AND ALSO USES AVAILABLE SOURCES OF INDEPENDENT DATA ON COMPENSATION PEER ORGANIZATIONS AND PUBLISHED SURVEY SOURCES WILL BE APPROVED BY THE COMMITTEE BASED ON ITS REASONABLE DETERMINATION THE COMMITTEE MAY ALSO RELY ON MEMBERS OF MANAGEMENT AND OUTSIDE ADVISORS, CONSULTANTS, AND COUNSEL TO PROVIDE MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO COMPENSATION-RELATED MATTERS THE DATA REVIEWED CONSISTS OF COMPARABLE, RELEVANT MARKET DATA FOR THE COMPANY'S POSITIONS FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES, OF HEALTH AND MANAGED CARE INSTITUTIONS AND THE GENERAL INDUSTRY OTHER SURVEYS OF SPECIALIZED SKILL SETS OR EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE COMPANY, E.G., ACTUARIAL, LEGAL, ETC., ARE ALSO INCORPORATED AS NEEDED, ALONG WITH GEOGRAPHIC REFERENCES TO THE BOSTON AND NEW ENGLAND LABOR MARKET S THE COMMITTEE WILL RELY ON THIS MARKET DATA TO ASSESS, DETERMINE, AND VALIDATE COMPENSATION LEVELS FOR THE COMPANY'S EXECUTIVES THE COMMITTEE USES THIS DATA IN ITS REVIEW OF - SETTING BASE SALARIES - IN LI</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 15	<p>GHT OF MARKET DATA AND THE INDIVIDUAL'S PERFORMANCE, BACKGROUND, EXPERIENCES, AND PERSONAL SKILLS BASE SALARY WILL BE SET SO THAT THE TARGETED POSITIONING OF AN EXECUTIVE IS AT TH E 50TH PERCENTILE FOR EACH POSITION ACTUAL BASE SALARY MAY VARY BASED ON SKILLS, BACKGROU ND, AND EXPERIENCE - ANNUAL INCENTIVE COMPENSATION - THE COMPANY'S GOAL IS TO PROVIDE COM PETITIVE AND REASONABLE OPPORTUNITIES UNDER THE TERMS OF AN EXECUTIVE ANNUAL INCENTIVE PLA N FOR THE SELECTED POSITIONS WHICH ARE RESPONSIBLE FOR ACHIEVING PERFORMANCE GOALS THAT RE FLECT THE OVERALL MISSION OF THE COMPANY, AND THE STRATEGIC DIRECTION OF THE COMPANY FOR T HE PERFORMANCE YEAR THE COMMITTEE MAKES EVERY EFFORT TO ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OPPORTUNITIES PROVIDED TO EXECUTIVES ARE REASONABLE, AS SUCH PRESUMPTIO N IS CONTEMPLATED IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED FROM TI ME TO TIME IN ESTABLISHING THE PRESUMPTION OF REASONABLENESS, THE COMMITTEE MAY ENGAGE TH E PROFESSIONAL SERVICES OF INDEPENDENT LEGAL COUNSEL, COMPENSATION EXPERTS, ACCOUNTANTS, A ND OTHER EXPERTS AND ADVISORS TIMING EXECUTIVE BENCHMARKING IS COMPLETED EVERY TWO YEARS FOR THOSE INDIVIDUALS UNDER THE COMPENSATION COMMITTEE'S PURVIEW BY THE EXTERNAL CONSULTAN T ENGAGED BY THE COMPENSATION COMMITTEE TO COMPLETE THE ANALYSIS, THE CONSULTANT - COLLE CTED RELEVANT INFORMATION REGARDING THE COMPANY'S OPERATIONS, COMPLEXITY, STRUCTURE, SIZE, AND SCOPE, AS WELL AS RELEVANT BACKGROUND ON THE EXECUTIVES' DUTIES AND SCOPE OF RESPNSI BILITIES, - DETERMINED THE SURVEY SOURCES TO USE IN THE ANALYSIS, BASED ON THE COMPANY'S C OMPETITIVE MARKET FOR EXECUTIVE POSITIONS (AS DESCRIBED ABOVE), - MATCHED THE COMPANY'S EX ECUTIVE POSITIONS IN THE SURVEYS BASED ON THE COMPANY'S SIZE COMPLEXITY, AND SCOPE, AS WEL L AS ACCORDING TO SPECIFIC POSITION RESPONSIBILITIES AND REPORTING RELATIONSHIPS, - VALIDA TED THE SURVEY SOURCES AND MARKET MATCHES WITH THE INTERNAL COMPENSATION TEAM TO ENSURE CO NSISTENCY, - REVIEWED, COMPILED, AND SUMMARIZED THE DATA IN REPORT FORM THE REPORT SUMMAR IZING THE RESULTS OF THE ANALYSIS WAS PRESENTED TO THE COMPENSATION COMMITTEE FOR DISCUSSI ON AND DELIBERATION DOCUMENTATION A SUMMARY OF THE DISCUSSIONS AND DELIBERATIONS OF THE C OMMITTEE ARE DOCUMENTED IN THE MEETING MINUTES, WHICH ARE REVIEWED AND APPROVED BY THE COM MITTEE COPIES OF ALL MEETING MATERIALS DISTRIBUTED PRIOR TO AND DURING THE MEETING ARE MA INTAINED IN THE CORPORATE RECORDS ALONG WITH MEETING MINUTES</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 19	PROCESS FOR MAKING DOCUMENTS AVAILABLE TO THE PUBLIC OUR GOVERNING DOCUMENTS ARE PUBLICLY FILED AND AVAILABLE UPON REQUEST OUR CONFLICTS OF INTEREST POLICY IS ALSO AVAILABLE UPON REQUEST OUR ANNUAL FINANCIAL REPORT AND QUARTERLY FINANCIAL UPDATES ARE POSTED ON OUR PUBLIC WEBSITE AND ARE ALSO AVAILABLE TO THE PUBLIC UPON REQUEST

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION OUTSIDE LABOR TOTAL FEES 216409

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION CONSULTING TOTAL FEES 161273

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
TUFTS HEALTH PLAN INC

Employer identification number
81-4089215

Part I Identification of Disregarded Entities

Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) Tufts Health Plan Foundation Inc 705 Auburn Street Watertown, MA 02472 26-1374263	Grant making	MA	501(c)(3)	12A	TAHMO		No
(2) Tufts Health Public Plans Inc 705 Mount Auburn Street Watertown, MA 02472 80-0721489	HMO	MA	501(c)(4)	N/A	THPI		No
(3) Carepartners of Connecticut Inc 705 Mount Auburn Street Watertown, MA 02472 82-2604728	HMO	CT	501(c)(4)	N/A	TAHMO		No
(4) Tufts Assoc Health Maintenance Org Inc 705 Mount Aubrun Street Watertown, MA 02472 04-2674079	HMO	MA	501(c)(4)	N/A	THPI		No

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) Carepartners of ct holdings llc 705 Mount Auburn Street Watertown, MA 02472 82-3129930	Holding Company	CT										

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

See Additional Data Table

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b) (13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	No
b Gift, grant, or capital contribution to related organization(s)	1b Yes	
c Gift, grant, or capital contribution from related organization(s)	1c	No
d Loans or loan guarantees to or for related organization(s)	1d	No
e Loans or loan guarantees by related organization(s)	1e	No
f Dividends from related organization(s)	1f Yes	
g Sale of assets to related organization(s)	1g	No
h Purchase of assets from related organization(s)	1h	No
i Exchange of assets with related organization(s)	1i	No
j Lease of facilities, equipment, or other assets to related organization(s)	1j	No
k Lease of facilities, equipment, or other assets from related organization(s)	1k	No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	No
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	No
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	No
o Sharing of paid employees with related organization(s)	1o	No
p Reimbursement paid to related organization(s) for expenses	1p	No
q Reimbursement paid by related organization(s) for expenses	1q	No
r Other transfer of cash or property to related organization(s)	1r	No
s Other transfer of cash or property from related organization(s)	1s Yes	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Tufts Associated Health Maintenance Org	f	25,000,000	Accrual
(2) Tufts Associated Health Maintenance Org	s	18,963,675	Accrual
(3) TUFTS HEALTH PUBLIC PLANS INC	B	25,000,000	ACCRUAL

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 81-4089215
Name: TUFTS HEALTH PLAN INC

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
1) Tufts associated health plans inc 705 Mount Auburn Street Watertown, MA 02472 04-2985923	Management SV	DE	TAHMO	C Corp	379,054,719	200,384,575	100 000 %	Yes	
1) Tufts Insurance Company 705 Mount Auburn Street Watertown, MA 02472 04-3319729	Insurance	MA	TAHP	C Corp	295,858,753	107,557,667	100 000 %	Yes	
2) Tufts Benefit Administrators Inc 705 Mount Auburn Street Watertown, MA 02472 04-3270923	TPA	MA	TAHP	C Corp	55,919,710	14,660,663	100 000 %	Yes	
3) Total Health Plan Inc 705 Mount Auburn Street Watertown, MA 02472 04-2918943	TPA	MA	TAHP	C Corp	49,292,686	39,352,545	100 000 %	Yes	
4) TAHP Brokerage Corporation 705 Mount Auburn Street Watertown, MA 02472 04-3072692	Brokerage Com	MA	TAHP	C Corp	0	196,210	100 000 %	Yes	
5) Integra Partners Holdings Inc 110 Wall St Ste 2502 New York, NY 10005 45-3032233	Med eqpmt & sppls	NY	TAHMO	C Corp	143,228,577	129,024,220	91 600 %	Yes	
6) Tufts Health Freedom Plans Inc 705 Mount Auburn Street Watertown, MA 02472 30-0858646	Joint Venture	MA	tahp	C Corp	0	19,567,324	51 000 %	Yes	
7) Tufts Health Freedom Insurance Company 11 South Main Street Ste 600 Concord, NH 03301 47-3788473	Insurance	NH	THFP	C Corp	100,690,253	44,346,162	100 000 %	Yes	