



OneCare Vermont Accountable Care Organization, LLC
Board of Managers Meeting Agenda
October 15, 2019
4:30 p.m. – 7:00 p.m.
Dartmouth Hitchcock Medical Center – Fuller Board Room

<u>Time</u>	<u>Agenda Item</u>	<u>Presenter</u>
4:30 p.m.	Call to Order	John Brumsted
4:32 p.m.	Consent Agenda Items - Approval* <i>Vote to approve Consent Agenda Items</i>	John Brumsted
4:35 p.m.	Policies* <ul style="list-style-type: none"> • Summary of Changes to Policies up for Renewal <ul style="list-style-type: none"> ➤ 03-01-Privacy and Security Policy ➤ 06-12 OneCare Participant Appeals Policy <i>Vote to approve renewal of policies as recommended by management and required bi-annually.</i>	Greg Daniels
4:45 p.m.	Public Comment Move to Executive Session	John Brumsted
6:55 p.m.	Votes <ol style="list-style-type: none"> 1. Vote to Approve Executive Session Minutes from September 17, 2019 2. Vote to Approve Resolutions regarding Commercial Payer Program Terms 	John Brumsted
7:00 p.m.	Adjourn	John Brumsted

*Denotes Attachment

Attachments:

1. Consent Agenda Items
 - Draft of OneCare Board of Manager Minutes from September 17, 2019
 - Board Committee Report outs
 - Executive Committee Charter Changes
 - Monthly Financials August
 - CMO Corner
2. OneCare Care Policies Update Summary
3. 03-01 Privacy and Security Policy
4. 06-012 Participant Appeals Policy



ONECARE VERMONT ACCOUNTABLE CARE ORGANIZATION, LLC
BOARD OF MANAGERS MEETING
SEPTEMBER 17, 2019

MINUTES

A meeting of the Board of Managers of OneCare Vermont Accountable Care Organization, LLC (“OneCare”) was held at Central Vermont Medical Center on September 17, 2019.

I. Call to Order

John Brumsted, M.D., called the meeting to order at 4:30 p.m. and welcomed new Board members Coleen Kohaut and Michael Costa.

II. Consent Agenda Items

The consent agenda items were approved unanimously.

A motion was made and seconded for the Board to consider a resolution invoking Participation Waiver of fraud and abuse laws for some of the second round of innovation pilots that the Board approved at the August meeting. The projects include Automated Tele-Health Intervention, Mobile Integrated Healthcare, Child Psychiatry Consultation Clinic, and Telecare Connection.

Sara Barry reminded the Board that waivers are available for arrangements that are reasonably related to ACO Activities and briefly reviewed what those are in relation to the projects. The Board considered the relationships of the projects to OneCare’s ACO Activities and confirmed that Institutional Review Board review is not required for any of the projects. After discussion, the motion was approved by supermajority of the Board.

III. Policies

Tom Borys summarized the changes to the Comprehensive Payment Reform (CPR) Project Policy for 2020. Current CPR participants collaborated with OneCare management to develop the new policy. The changes maintain the core program structure and increase accountability. A motion was made, and seconded for the Board to adopt the revised CPR Policy. Dr. Haddock endorses the policy and appreciates that quality measures are aligned with Blueprint measures. After discussion the motion was approved by supermajority of the Board.

Sara Barry introduced a new Data Transparency policy. This policy describes data transparency standards in relationship to sharing of data with the ACO network for the purpose of ACO Activities. A motion was made and seconded for the Board to adopt the Data Transparency Policy. It was noted that this policy does not address research use. After discussion the motion was approved by supermajority of the Board.

Sara Barry reviewed proposed changes to the Data Use Policy. The policy language was updated to reflect current contractual requirements and best practices. Extensive definitions and clarification on the role of VITL in data use were added. A motion was made and seconded for the



Board to adopt the amended Data Use Policy. After discussion the motion was approved by supermajority of the Board.

Greg Daniels summarized revisions and updates to the Compliance Policy which is to serve as the compliance plan. Revisions included details on obligations, conflict of interest, and code of conduct. A motion was made and seconded for the Board to adopt the revised Compliance Policy. The updates made are reflective of current contracts and regulations. The Board was advised that the OneCare Compliance Committee meets quarterly and has endorsed the draft policy. After discussion the motion was approved by supermajority of the Board.

IV. Public Comment

There was no member of the public was in attendance.

V. Executive Session

VI. Voting

- a. The motion to approve the Executive Session Minutes from August 20, 2019 was approved..
- b. The motion to approve management to enter into a contract and to accept funding from a national foundation was approved by a supermajority of the Board.
- c. The motion to approve the resolution regarding a payer program for 2020 was approved by a supermajority.
- d. The motion to approve the 2020 OneCare Budget as presented was approved by a supermajority.
- e. The motion to approve three additional members to the Finance committee was approved by a supermajority.

VII. Adjourn

Upon a motion made and seconded, the meeting adjourned at 6:52 p.m.



Attendance:

OneCare Board Members

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> Dan Bennett | <input checked="" type="checkbox"/> Joe Haddock, MD | <input checked="" type="checkbox"/> Sierra Lowell |
| <input type="checkbox"/> Jill Berry Bowen | <input type="checkbox"/> Tomasz Jankowski | <input checked="" type="checkbox"/> Pamela Parsons |
| <input checked="" type="checkbox"/> John Brumsted, MD | <input checked="" type="checkbox"/> Coleen Kohaut | <input type="checkbox"/> Joseph Perras, MD |
| <input checked="" type="checkbox"/> Michael Costa | <input checked="" type="checkbox"/> Todd Keating | <input checked="" type="checkbox"/> Judy Peterson |
| <input checked="" type="checkbox"/> Betsy Davis | <input checked="" type="checkbox"/> Sally Kraft, MD | <input checked="" type="checkbox"/> Toby Sadkin, MD |
| <input type="checkbox"/> Tom Dee | <input checked="" type="checkbox"/> Steve LeBlanc | <input checked="" type="checkbox"/> John Sayles |
| <input checked="" type="checkbox"/> Steve Gordon | <input checked="" type="checkbox"/> Steve Leffler, MD | |

OneCare Risk Strategy Committee

- | | | |
|--|--|---------------------------------------|
| <input checked="" type="checkbox"/> Claudio Fort | <input type="checkbox"/> Tom Manion | <input type="checkbox"/> Anna Noonan |
| <input type="checkbox"/> Jeffrey Haddock, MD | <input checked="" type="checkbox"/> Brian Nall | <input type="checkbox"/> Shawn Tester |

OneCare Leadership and Staff

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> Vicki Loner | <input checked="" type="checkbox"/> Tom Borys | <input checked="" type="checkbox"/> Martita Giard |
| <input checked="" type="checkbox"/> Norm Ward, MD | <input checked="" type="checkbox"/> Sara Barry | <input checked="" type="checkbox"/> Linda Cohen Esq. |
| <input type="checkbox"/> Joan Zipko | <input type="checkbox"/> Susan Shane | <input type="checkbox"/> Spenser Wepler |
| <input checked="" type="checkbox"/> Greg Daniels | <input checked="" type="checkbox"/> Amy Bodette | |



OneCare Board of Manager Committee Report-outs For October

Executive Committee

At its October 2nd meeting, the committee was updated that the 2020 Budget had been submitted and was provided the timeline for budget review including, follow up questions, public comment, and the budget hearing. The committee was updated Payer programs as well as the final 2020 Network. The committee finished the meeting by discussing the upcoming agenda items for the October Board meeting.

Finance Committee

At its October 9th meeting, the committee reviewed the August financials. In addition, the committee was provided the Aggregate Performance Summary of the 2018 programs. The 2019 programs which included the Medicaid Benchmark Review Process, the Medicare MRLs and the BCBSVT Modification proposal was also shared. The meeting wrapped up with the 2020 Programs which covered the Medicare Benchmarks, the MVP Term Sheet and the Medicaid Geographic Attribution with a quick share about the GMCB Budget Process. The next meeting is November 13, 2019 from 3:30pm-5:00pm.

Population Health Strategy Committee

At its October 7th meeting, the committee had an updates on the Algorex Program and the Utilization Management Monthly Workgroups. The bulk of the meeting was a presentation of the 2018 Year End Report with a facilitated discussion by Tom Borys. Next meeting is November 7, 2019 from noon to 1:00pm.

Patient & Family Advisory Committee (there wasn't one was there?)

Next meeting is November 14th from 4:00pm to 5:30pm where the Office of the Healthcare Advocate will be coming to meet with the committee.



Executive Committee Charter

Charge: The Executive Committee is a standing committee of the OneCare Vermont Accountable Care Organization, LLC (“OCVT”) Board of Managers. The Executive Committee is charged with making recommendations to the Board of Managers regarding the governance, strategy and operations of OCVT. The Executive Committee does not have the authority to act on behalf of OCVT.

Committee Leadership and Member Appointment: The Executive Committee will be Chaired by the Chair of the Board of Managers. The Chair will preside over each meeting. In the absence of the Chair, a designated member of the Executive Committee will act as the Chair. The Board of Managers will appoint members to the Executive Committee by supermajority vote based on nominations by the Executive Committee. The Chair will work with the CEO in a mutually agreeable manner to provide feedback and guidance in preparation for and in between meetings of the Executive Committee and the Board of Managers.

Committee Composition: The Executive Committee shall be comprised of no fewer than three (3) and no more than eight (8) members, each of whom shall be a Manager of OCVT. Each member of the Executive Committee shall have one (1) vote.

Accountabilities: The Executive Committee reports to the Board of Managers. The primary role of this committee is to provide input to and support to the Board and CEO regarding the operations of OCVT.

OCVT Staff Support: The Executive Committee will be assisted, as necessary, by OCVT staff.

Scope: The principle responsibility of the Executive Committee is to oversee the management of OCVT and make recommendations to the Board of Managers. This will require the following activities:

1. Making recommendations to the Board of Managers regarding a process to nominate the Chair of the Board of Managers;
2. Making recommendations to the Board of Managers regarding governance and nominating policies and processes to nominate and elect Managers and committee members;

3. Serving as a nominating committee for members of OCVT committees and consumer and at large representatives on the Board of Managers;
4. Providing input for and recommending policies to the Board of Managers that align with the strategy and goals of OCVT;
5. Reviewing and making recommendations of adoption of budgets, long-range financial plans and strategies to the Board of Managers.
6. Reviewing annual operating and capital budgets for consistency with the long range financial plan for the organization and reporting to the Board of Managers;
7. Reviewing major proposed transactions, new programs and services, and proposals to discontinue programs or services and reporting to the Board of Managers;
8. Assisting to develop, reviewing and recommending to the full Board corporate and executive leaders' goals and expectations.
9. Providing feedback and guidance to the CEO with respect to the performance of Board appointed personnel.
10. Monitoring the performance of the organization against goals and reporting to the Board of Managers;
11. Providing input for and recommending agendas for meeting of the Board of Managers, and
12. Providing input for and making recommendations to BOM regarding network participants and any remedial actions.

Frequency of Meetings: The Executive Committee will meet in advance of each Board meeting and additionally as appropriate. The Chair or any two members of the Executive Committee may call a meeting. Notices of meetings and related materials will be distributed to members at least three (3) business days prior to the meeting date. Members will be allowed to participate via teleconference. Minutes will be taken at each meeting.

**OneCare Vermont
Statement of Financial Position
For the Periods Ended**

	8/31/2019	7/31/2019	Variance
<u>ASSETS</u>			
Current assets:			
Unrestricted Cash	24,131,265	22,452,873	1,678,392
GMCB Reserve	3,066,667	2,858,333	208,333
CMS Reserve-US Bank	4,166,694	4,163,865	2,829
VBIF	8,984,489	8,193,462	791,028
Advance Funding-Medicaid	8,754,443	8,895,881	(141,438)
Total Cash	49,103,558	46,564,415	2,539,144
Network Recievable	2,161,329	2,081,936	79,393
Network Recievable-Settlement	3,986,068	3,986,068	-
Other Receivable	8,222,254	7,201,466	1,020,789
Other Receivable-Settlement	5,904,399	5,904,399	-
Prepaid Expense	886,760	1,599,388	(712,628)
TOTAL ASSETS	70,264,369	67,337,671	2,926,698
<u>LIABILITIES AND NET ASSETS</u>			
Current liabilities:			
Accrued Expenses	2,778,783	2,304,692	474,091
Accrued Expenses -Settlement	25,339,272	25,339,272	-
Network Payable	19,218,469	17,843,425	1,375,044
Network Payable-settlement	4,405,502	4,405,502	-
Notes Payable	4,124,849	4,124,849	-
CTO Liability	379,441	0	379,441
Deferred Income	1,190,294	1,724,481	(534,188)
Estimated third-party payer settlements	0	0	-
Due to Related Parties - UVMMC	6,556,152	5,467,328	1,088,824
Due to Related Parties - DHH	169,835	169,835	-
Total Liabilities	64,162,597	61,379,385	2,783,212
Net assets:			
Unrestricted - UVMMC	687,160	687,160	-
Unrestricted - DHH	687,160	687,160	-
Current Year Profit to Date	4,727,452	4,583,967	143,485
Total net assets	6,101,772	5,958,287	143,485
TOTAL LIABILITIES AND NET ASSETS	70,264,369	67,337,672	2,926,697

OneCare Vermont

Surplus & Loss Statement

YTD August 2019

	Annual Budget	YTD Budget	YTD Prior Month	Current Month	YTD	YTD Budget/Actual Variance
Medicaid Admin - \$6.50 PMPM	\$ 5,570,683	\$ 3,713,789	\$ 3,261,109	438,139	\$ 3,699,248	\$ (14,541)
Medicaid Complex Care Coordination	\$ 5,500,000	\$ 3,666,667	\$ 2,877,915	418,659	\$ 3,296,574	\$ (370,093)
BCBS QHP PHM \$3.25 PMPM	\$ 664,677	\$ 443,118	\$ 619,860	(140,134)	\$ 479,726	\$ 36,608
BCBS ASO PHM \$3.25 PMPM	\$ 585,000	\$ 390,000	\$ 386,536	393,689	\$ 780,224	\$ 390,224
SF PHM \$3.25 PMPM	\$ 526,140	\$ 350,760	\$ -	-	\$ -	\$ (350,760)
Medicare Shared Savings/Blueprint	\$ 8,021,268	\$ 5,347,512	\$ 3,699,638	528,520	\$ 4,228,157	\$ (1,119,354)
Primary Prevention	\$ 1,100,000	\$ 733,333	\$ 641,667	91,667	\$ 733,333	\$ 0
Informatics Infrastructure Support	\$ 4,250,000	\$ 2,833,333	\$ 2,479,167	354,167	\$ 2,833,333	\$ 0
Misc. Revenue	\$ -	\$ -	\$ 60,041	2,829	\$ 62,870.26	\$ 62,870
Participation Fees	\$ 29,266,751	\$ 19,511,167	\$ 17,315,263	2,479,789	\$ 19,795,052	\$ 283,884
					\$ -	\$ -
Total Income	\$ 55,484,518	\$ 36,989,679	\$ 31,341,193	4,567,324	\$ 35,908,517	\$ (1,081,162)
PHM Expense:						
Population Health Management Program	\$ 5,638,685	\$ 3,759,123	\$ 3,963,293	250,143	\$ 4,213,435	\$ 454,312
Complex Care Coordination Program	\$ 9,651,694	\$ 6,434,463	\$ 5,237,551	708,615	\$ 5,946,166	\$ (488,297)
CPR Program Cost	\$ 2,250,000	\$ 1,500,000	\$ 803,189	98,451	\$ 901,640	\$ (598,360)
Value-Based Incentive Fund	\$ 7,852,589	\$ 5,235,059	\$ 4,041,004	584,843	\$ 4,625,847	\$ (609,212)
Primary Prevention Programs	\$ 910,720	\$ 607,147	\$ 381,965	49,638	\$ 431,603.22	\$ (175,543)
Specialist Program Pilot	\$ 2,000,000	\$ 1,333,333	\$ -	27,657	\$ 27,657	\$ (1,305,676)
Innovation Fund	\$ 1,000,000	\$ 666,667	\$ 106,636	23,363	\$ 130,000	\$ (536,667)
RCR	\$ 375,000	\$ 250,000	\$ 168,750	31,250	\$ 200,000	\$ (50,000)
PCMH Legacy Payments - Blueprint	\$ 1,865,544	\$ 1,243,696.00	\$ 1,083,942	153,178	\$ 1,237,120	\$ (6,576)
CHT Block Payment - Blueprint	\$ 2,321,670	\$ 1,547,779.67	\$ 1,354,307	193,472	\$ 1,547,780	\$ 0
SASH- Blueprint	\$ 3,834,054	\$ 2,556,036.00	\$ 2,262,365	330,338	\$ 2,592,703	\$ 36,667
Operating Expense:						
Salaries/Fringe	\$ 8,404,320	\$ 5,602,880	\$ 3,728,177	1,237,346	\$ 4,965,523	\$ (637,357)
Purchased Services	\$ -	\$ -	\$ 1,154,685	270,993	\$ 1,425,678	\$ 1,425,678
Contract & Maintenance	\$ 2,899,264	\$ 1,932,843	\$ 280,126	1,640	\$ 281,766	\$ (1,651,077)
Lease & Rental	\$ 397,795	\$ 265,197	\$ 177,549	25,364	\$ 202,913	\$ (62,283)
Utilities	\$ -	\$ -	\$ 24,215	3,415	\$ 27,630	\$ 27,630
Other Expenses	\$ 3,983,184	\$ 2,655,456	\$ 1,989,473	434,132	\$ 2,423,605	\$ (231,851)
Total Expenses	\$ 53,384,518	\$ 35,589,679	\$ 26,757,226	4,423,839	\$ 31,181,065	\$ (4,408,614)
Net Income / (Loss)	\$ 2,100,000	\$ 1,400,000	\$ 4,583,967	143,485	\$ 4,727,452	\$ 3,327,452



CMO Corner – Norman Ward, MD – October 15, 2019

1. **Adolescent Well Child Visits Interdisciplinary Grand Rounds** – October 14 – Drs. Erica Gibson and Barb Frankowski, Kate Cappleman Sinz, LICSW, and an actual adolescent will present a comprehensive perspective on the value, methods, and adaptation to youth of this important clinical intervention. The 2 hour conference will be recorded for “enduring” CME viewing on the UVM CME Website.
2. **Blue Cross Blue Shield – OneCare Vermont Clinical Improvement Projects** – Ongoing discussions about potential Innovative interventions for the care of:
 - a. Congestive Heart Failure- model for assuring compliance with evidence based treatment recommendations for heart failure (admission and readmission avoidance) and patient/family educational curriculum
 - b. Asthma Care – exploring increased use of asthma educators for patients and families with difficult to control asthma (including expanding workforce to include National Asthma Educator Certification individuals)
 - c. Hypertension Control – exploring potential for technology enabled home blood pressure inputs to treatment adjustments decisions
3. **2019 COPD/Asthma Learning Collaborative Conference** – September 20 – All day kick off conference for COPD/Asthma Collaborative jointly planned by OneCare, Vermont Department of Health, SASH, Blueprint, New England QIN, Blue Cross Blue Shield, CMS Quality Improvement Organizations. Curriculum included updates on evidence based diagnosis of COPD and Asthma, proper inhaler technique education, quality improvement principles, and QI measurement. 16 Practice and continuum of care teams attended. The collaborative will be utilizing the new e-Learn platform capabilities for multisite conferencing and curriculum dissemination.
4. **Dementia “Hub and Spoke” Project** – Dr. Ward has been participating in a planning activity with the Vermont Department of Health, UVM Memory Disorder Clinic (Drs. LaMantia and Pendlebury and Mary Val Palumbo, NP), OneCare Vermont, Vermont Alzheimer’s Association, UVM College of Nursing, and VAHHS to explore an innovative model to increase access to more local diagnosis and family support interventions for those with cognitive decline. Topics have included standardized diagnostic algorithms, creation of clinical expertise in each HSA, coordination of community supports for patients and families, expansion of neuropsychological testing, and Cognitive First Aid.
5. **Vermont Child Health Improvement Program (VCHIP) Child Health Advances Measured in Practice (CHAMP) Learning Session** – October 8 – “Sharpening our Focus on Attention Deficit Hyperactivity Disorder: Using Guidelines and Partnerships to Improve Outcomes and Clinician Wellness” – this day long kickoff session for the CHAMP collaborative featured unveiling of new American Academy of Pediatrics clinical practice guidelines for the diagnosis, evaluation, and treatment of ADHD. This work complements work of the OneCare Vermont Pediatric subcommittee and our network educational efforts (ADHD Interdisciplinary Grand Rounds – February 12, 2019)
6. **Clinical and Quality Advisory Committee** – October 3 – Dan Moran NP from Dartmouth Hitchcock and Denise Paasche from Brattleboro presented their HSA clinical improvement activities (OneCare Vermont Regional Clinician Representative for their communities.)



OneCare Board of Manager Summary of Policy Changes for Approval

03-01 Privacy and Security Policy

There were no material changes and language and formatting was revised to clean up policy.

Seeking Re-approval.

06-12 OneCare Participant Appeals

The only material change concerns creating an alternate appointment process in the event the Officer or Director tasked with reviewing and deciding first or second-level appeals is unavailable to participate in the appeals process in a timely manner. In that case, the CEO will have the power to appoint an alternate member of the leadership team with equivalent knowledge, training, and experience to fill that role.

There were no other material changes language and formatting were revised as well to clean up the policy.

Seeking Re-Approval with material change as noted above.

Policy Number & Title:	07-03 Privacy and Security Policy
Responsible Department/s:	Compliance
Author	Gregory Daniels
Original Implementation Date	September 23, 2013
Date Reviewed/Revised	October 1, 2019
Next Review Date	October 1, 2020

PART I: PRIVACY POLICY

Section 1 GENERAL RULES

1.1 PURPOSE

OneCare Vermont, (“OneCare” or “ACO”), a Limited Liability Corporation (“LLC”) was formed to: (i) participate in cost savings and other arrangements with government programs, commercial insurers and other payers; (ii) develop a network of health care providers for the delivery of health care services according to applicable rules, regulations and contractual obligations for the purpose of improving the quality and efficiency of health care and the patient care experience; (iii) promote evidence-based medicine, patient engagement, reporting on quality and cost, and care coordination and distribution of shared savings, and (iv) engage in other similar or related activities.

So that it may perform these functions, Payers, Participating and Preferred Providers (individually and together “Providers”), and Collaborators (collectively referred to as the “OneCare Network” or “Network”) share various types of data and protected health information (“PHI”), as defined under HIPAA, with OneCare. OneCare analyzes this data and PHI and uses it to promote accountability for patient populations, improved care coordination between Providers and their patients, and to encourage investment in infrastructure and the redesign of the care processes to achieve high quality and efficient delivery of services.

OneCare’s Participating and Preferred Providers have designated themselves an organized health care arrangement (“OHCA”) for the purpose of facilitating the use and disclosure of PHI among them for treatment and health care operations purposes, or as otherwise permitted under the HIPAA Privacy Rule (“HIPAA”), including the implementing Privacy and Security Rules.

The purpose of this Privacy and Security Policy (“Policy”) is to provide standards and guidance to OneCare’s Board of Managers and Workforce, the Network, Regional Clinician Representatives (“RCRs”), Subcontractors, Vendors, and Awardees regarding the appropriate use or disclose of PHI in OneCare’s control and possession. This Policy, together with OneCare’s Data Use Policy, has been created to ensure that OneCare manages PHI and other data in accordance with any applicable federal and state privacy laws and in compliance with any contractual obligations with Payers.

1.2 POLICY STATEMENT

It is the policy of OneCare, as a Business Associate (“BA”) of its Participants and Preferred Providers, to maintain the confidentiality, integrity, and availability of the PHI of its Participants’ patients in accordance with the HIPAA Privacy Rule, its contractual obligations, and applicable privacy laws. OneCare’s Board of Managers, Workforce, Participants, Preferred Providers, Collaborators, Regional Clinician Representatives, Subcontractors, and Vendors are required to comply with this policy when accessing or using PHI in OneCare’s possession. OneCare may only use and disclose PHI in accordance with contractual obligations and applicable privacy laws.

1.3 DEFINITIONS

The terms used in this part of the Policy shall have the same meaning as those terms as defined under the Privacy and Security Rules of the Administrative Simplification provisions of the federal Health Insurance Portability and Accountability Act of 1996 (“HIPAA”), Title XIII of the Health Information Technology for Economic and Clinical Health Act (“HITECH”), the American Recovery and Reinvestment Act (“ARRA”), Standards for Privacy of Individually Identifiable Health Information (“Privacy Rule”), and the rules adopted pursuant to HITECH (collectively hereinafter referred to as “HIPAA”).

1.4 STATE LAWS

This Policy is intended to comply with applicable state laws affecting OneCare’s use and disclosure of PHI.

Section 2 OTHER LIMITATIONS AND RESTRICTIONS

2.1 MINIMUM NECESSARY STANDARD

OneCare will make all reasonable efforts to use, disclose, and request of other covered entities the minimum PHI necessary to accomplish the intended purpose of the use, disclosure or request.

2.2 VERIFICATION OF IDENTITY AND AUTHORITY

Prior to disclosures permitted by this Policy, OneCare will verify the identity of a person requesting PHI and the authority of any such person to have access to PHI if the identity of such person is not already known to OneCare.

2.3 COMPLIANCE WITH NOTICES OF PRIVACY PRACTICES AND REQUESTS FOR RESTRICTIONS AND CONFIDENTIAL TREATMENT

To the extent that a covered entity Participant has specifically instructed OneCare of a limitation contained in their notice of privacy practices or a restriction on how PHI regarding an attributed patient may be used or disclosed, OneCare will, if possible, limit its use or disclosure of PHI received from that Participant in accordance with such limitation or restriction. OneCare shall also discontinue the permitted use and disclosure of a patient’s PHI if the patient has affirmatively opted-out of data sharing.

Section 3 PERMITTED USES & DISCLOSURES FOR BUSINESS OPERATIONS

3.1 TREATMENT, PAYMENT & HEALTH CARE OPERATIONS

OneCare may use or disclose PHI of its Participants’ patients for Accountable Care Organization Activities (“ACO Activities”) purposes as described in agreements with its Participants. Generally, OneCare uses and disclosures will be for treatment purposes in connection with care coordination and for health care operations purposes in connection with ACO quality and performance reporting.

3.2 SUBCONTRACTORS

OneCare may use subcontractor(s) to perform certain services for OneCare that may require it to access or use PHI. These subcontractors are required to enter into a subcontractor Business Associate Agreement (“BAA”) with OneCare that complies with HIPAA prior to receiving access to any PHI in OneCare’s possession or control.

Any subcontractor that releases information to a “next level” subcontractor will be required to enter into a contractual agreement with such subcontractor binding it to the same restrictions regarding use of PHI as apply to OneCare and the original subcontractor.

3.3 DISCLOSURES OUTSIDE OF ACCOUNTABLE CARE ORGANIZATION ACTIVITIES

As an accountable care organization that acts as a business associate to its Participants, OneCare is not likely to receive requests for the use or disclosure of PHI outside the scope of ACO Activities. If OneCare does receive a request(s) for the use or disclosure of PHI outside of ACO Activities, OneCare’s Compliance & Privacy Officer, or Legal Counsel, will communicate and cooperate with the relevant covered entity source of the requested PHI

regarding proper use or disclosure of the PHI prior to any such use or disclosure. OneCare will comply with any obligation under HIPAA, its contractual obligations with Payers, or any applicable privacy laws to disclose the requested PHI. OneCare will maintain a log and accounting of such uses and disclosures of PHI outside of ACO Activities.

3.4 OTHER PERMITTED AND INCIDENTAL DISCLOSURES

OneCare may disclose PHI for certain internal uses, in emergency situations, for disaster relief recovery, and as incidental to other disclosures as permitted under HIPAA.

3.5 DE-IDENTIFIED PROTECTED HEALTH INFORMATION

Health information that is not individually identifiable and meets the definition of de-identified information under HIPAA is not subject to this Policy. De-identified information may be used by OneCare as authorized by the any relevant Data Use Agreement between OneCare and the covered-entity source of that information and in compliance with OneCare's Data Use Policy.

Section 4 REQUIRED DISCLOSURES

4.1 REQUIRED DISCLOSURES TO THE INDIVIDUAL

OneCare will refer any request for disclosure of health information by an individual to the relevant covered-entity Participant(s) or Preferred Providers, or the relevant Payer. OneCare will cooperate with Participant(s), Preferred Providers, and Payers to fulfill any reasonable and permissible disclosure request from an individual they cannot fulfill. OneCare will disclose such information directly to the individual making the request if required to do so under HIPAA or other applicable law. OneCare may refuse to comply when not so required.

4.2 DISCLOSURES TO THE SECRETARY

OneCare will release health information to the Secretary of the US Agency of Health and Human Services ("HHS"), or any other federal or state government entity with regulatory oversight authority over OneCare, when required to do so under HIPAA or other applicable law.

Section 5 OTHER USES AND DISCLOSURES PERMITTED BY LAW

OneCare may use or disclose PHI to the extent that such use or disclosure complies with HIPAA or any other applicable law. OneCare may disclose PHI under the following circumstances: for public health activities; in response to requests from health oversight agencies; in response to orders or subpoenas issued in accordance with judicial or administrative proceedings; in relation to serious threats to health or safety; in response to discovery requests in workers' compensation matters; in response to qualifying requests related to whistleblowers and victims of crime. All such requests or demands will be reviewed, authorized, and documented by OneCare's Compliance & Privacy Officer or Legal Counsel prior to disclosure.

Section 6 PRIVACY RIGHTS

Under HIPAA, patients have certain rights to access, amend, request restriction or confidentiality of, and/or obtain accountings of disclosures of their health information. OneCare will direct request(s) by an individual(s) to perform such action(s) to the relevant Participant, Preferred Provider, or Payer. Where OneCare's information systems are implicated by the requested action, OneCare will cooperate with to the extent it is able to accomplish the requested action.

PART II SECURITY POLICY

Section 1 ADMINISTRATIVE SAFEGUARDS

This section of the policy applies to the electronic protected health information ("ePHI") created, received, maintained or transmitted by OneCare which is subject to the Security Rule provisions of the Administrative

Simplification Provisions of the Health Insurance Portability and Accountability Act of 1996 (“HIPAA”) and the rules and regulations promulgated thereunder, specifically the Security Standards for the Protection of Electronic Protected Health Information (“the Security Rule”).

It is the policy of OneCare to maintain the confidentiality, integrity, and availability of all ePHI that OneCare creates, receives, maintains or transmits in accordance with state and federal legal requirements. This policy is intended to satisfy the requirements of the HIPAA Security Rule as it is applied to OneCare.

OneCare uses four systems to create, maintain, receive and transmit ePHI, which are provided by and under the control of contracted third parties. These third parties and their systems are described below:

1. University of Vermont Medical Center (UVMHC) provides a set of database and web servers that host the OneCare website, secure portal, and the claims data provided by the Centers for Medicare and Medicaid (“CMS”).
2. Health Catalyst provides systems that receive, store and process aggregated CMS claims data that is then matched with clinical data provided by OneCare provider Participants, which is then used for care coordination and accountable care reporting purposes.
3. Vermont Information Technology Leaders (VITL) provides the Vermont Health Information Exchange (VHIE) system which transmits clinical data from OneCare Participant electronic health records to the Health Catalyst system.
4. Intraprise Health provides systems that create and maintain ePHI for care coordination and accountable care reporting purposes.

OneCare workforce members and Participants may also use electronic mail systems under the control of UVM Medical Center (“UVMHC”), Dartmouth Hitchcock Medical Center (“DHMC”), and other OneCare Participants to transmit ePHI.

Where applicable, OneCare fulfills its security obligations by virtue of the administrative, physical and technical safeguards required by the Security Rule and the security policies in place at UVMHC, Health Catalyst, VITL, Intraprise Health, and each of the OneCare covered entity Participants, Preferred Providers, and Payers. OneCare shall maintain up to date copies of the security policies and plans of its subcontractors as part of OneCare’s documentation of its security plan. OneCare shall rely on the independent obligations of its covered entity Participants to fulfill security obligations when they are interacting with ePHI that is related to OneCare’s ACO Activities. Current copies of the security policies and procedures of UVMHC, Health Catalyst, VITL, and Intraprise Health are attached to this policy. OneCare relies upon the policies and procedures contained in those documents to fulfill its HIPAA Security Rule obligations.

1.1 DEFINITIONS

The terms used in this part of the policy shall have the same meaning as those terms are defined under HIPAA.

1.2 DESIGNATION OF SECURITY OFFICER

OneCare shall designate a Security Officer as responsible for the development, implementation, maintenance, enforcement, and documentation of policies and procedures required by the Security Rule. The Security Officer may delegate such duties and tasks as necessary and permitted to fulfill his or her responsibilities.

1.3 SECURITY MANAGEMENT PROCESS

A. RISK ANALYSIS

Annually - and more frequently if necessary to address new security risks, security incidents, or changes in systems used to create, maintain, receive or transmit ePHI - the Security Officer shall conduct an accurate and thorough assessment of the potential risks and vulnerabilities to the confidentiality, integrity, and availability of ePHI held by OneCare. For outsourced systems, the Security Officer may complete this analysis by obtaining

and reviewing risk analyses performed by the contracted provider of the system and/or its subcontractors. For ePHI accessed or disclosed by OneCare Participants or Preferred Providers as a part of ACO Activities, OneCare relies upon risk analyses performed by Participants, Preferred Providers, or Payers in connection with their own compliance obligations with the Security Rule.

Upon the conclusion of each such review, the Security Officer shall document the risk analysis performed and any new administrative, technical, or physical safeguards identified by the review for implementation.

OneCare shall periodically perform a technical and non-technical evaluation to determine whether these policies and procedures meet the requirements of the Security Rule. This evaluation shall be based initially on the standards implemented under the Security Rule and subsequently in response to environmental or operational changes affecting the security of ePHI.

B. RISK MANAGEMENT

As further described in this policy, OneCare shall implement security measures sufficient to reduce risks and vulnerabilities to a reasonable and appropriate level to comply with 45 C.F.R. § 164.306(a).

C. SANCTIONS

All security incidents and complaints of violation of this policy shall be investigated by the Compliance & Privacy Officer in coordination with the Security Officer. Where a violation is confirmed to have resulted from a failure by a Workforce member to comply with this policy, the Compliance & Privacy Officer and/or Security Officer shall ensure that an appropriate sanction is imposed. Sanctions shall be dependent upon the nature of the compliance failure and may range from training to reinforce the policy or procedure violated up to and including termination of employment.

D. INFORMATION SYSTEM ACTIVITY REVIEW

OneCare shall regularly review records of information system activity, such as system activity reports and audit logs, to assess whether there has been unusual system activity that might indicate a threat to the confidentiality, integrity, or availability of ePHI.

1.4 WORKFORCE SECURITY

OneCare shall grant role-based system access privileges to Workforce members to ensure access to ePHI is limited, to the extent possible given system configurations, to those Workforce members requiring access to a particular system and that such access is limited to the ePHI required to carry out his or her job duties. Role-based access privileges shall be reviewed, determined, and documented from time to time by the Security Officer.

If the job or job duties of a member of OneCare's Workforce change, including termination of employment, the Security Officer shall be notified immediately and the member's access privileges will be modified or terminated accordingly.

B. INFORMATION ACCESS MANAGEMENT

Using the role-based access determinations made pursuant to Section 1.4, the Security Officer shall direct the provision of access to ePHI to each Workforce member and business associate. The Security Officer, or his or her delegates, shall document system access authorizations granted to each Workforce member or business associate.

1.5 SECURITY AWARENESS AND TRAINING

The Compliance & Privacy Officer and/or the Security Officer shall provide periodic security awareness training programs and updates to all members of OneCare's Workforce, including management.

To the extent OneCare has direct control of equipment on which ePHI is created, received, transmitted, or

stored, OneCare shall implement commercially reasonable measures to protect the information systems and ePHI on such equipment from malicious software. To the extent OneCare uses systems under the control of a third party contractor, OneCare will review and document the reasonable measures employed by those contractors to protect their information systems and the ePHI stored or processed on them from malicious software.

OneCare shall obtain reports of log-in attempts to the information systems used by members of its Workforce and monitor those reports for discrepancies, which shall be investigated by the Security Officer as potential security incidents. OneCare systems shall require the use of unique and strong passwords for each individual user. To ensure authentication of the identity of system users, system users are required to safeguard their passwords and shall not share passwords with other individuals.

1.6 SECURITY INCIDENT PROCEDURE

OneCare shall identify and take responsive actions to safeguard against suspected or known security incidents promptly, and shall mitigate, to the extent practicable, any harmful effects. Any suspected security incident shall be immediately reported to the Security Officer, who shall be responsible for investigating the incident, implementing any required response and mitigation and documenting the incident and its outcome.

1.7 CONTINGENCY PLAN

OneCare shall implement, test and update policies and procedures for responding to emergencies or other occurrences that damage information systems under the direct control of OneCare and shall obtain contingency, disaster recovery and business continuity plans from the contractors that host and/or support systems that are not under the direct control of OneCare. These contingency plans must contain procedures to create and maintain retrievable exact copies of ePHI from all systems, provide for the restoration of any loss of data and include procedures to enable the continuation of business operations for the protection of the security of ePHI while operating in emergency mode. OneCare, and its outsourcing vendors where the systems are hosted or supported on behalf of OneCare, shall perform periodic testing and revision of contingency plans and assess the relative criticality of specific information systems and data in support of other contingency plan components.

1.8 EVALUATION

On an annual basis, the Security Officer shall perform a technical and nontechnical review of these policies and procedures to determine, based on the Security Rule standards and environmental and operational changes that could affect ePHI to determine whether these policies and procedures meet the requirements of the Security Rule.

1.9 BUSINESS ASSOCIATE AND OTHER CONTRACTS

The Security Officer shall annually review relationships with business associates to ensure that any business associate relationship is accurately defined in the contracts between the business associate and OneCare and that the scope or nature of the relationship has not changed over time. The Security Officer will update, modify or terminate relationships with business associates, as needed, after completion of these reviews.

Section 2 PHYSICAL SAFEGUARDS

2.1 FACILITY ACCESS CONTROLS

OneCare shall limit physical access to information systems under its direct control and the facilities in which they are housed by locating servers and similar equipment on which ePHI is stored in a locked room or data center to which only properly authorized personnel are allowed access to secure the systems against unauthorized physical access, tampering and theft. OneCare shall ensure that similar access controls are employed by the contractors hosting outsourced systems and equipment.

Contingency plans created by OneCare or its outsourcing contractors shall address allowed facility access in support of the restoration of lost data in accordance with the disaster recovery plan and emergency mode operations plan in the event of an emergency.

Access to facilities containing computer equipment on which information systems are loaded, including visitor control, shall be limited based on a person's role and function. OneCare or its outsourcing contractors shall document repairs and modifications to key code access devices, locks and similar physical components of facility security.

2.2 WORKSTATION USE

Regardless of where, how or by whom a system is hosted, OneCare workforce members will access the systems and the ePHI in the systems through a variety of workstations, laptops or mobile devices. Workforce members shall employ procedures designed to minimize the risk of improper access to or disclosure of ePHI when using any workstation or other device. These procedures shall include requiring use of a unique password for access to the system, management of paper containing PHI, use of screen savers or sleep mode functions to obscure screen displays of protected information, device placement or screen orientation and other practices to limit the exposure of PHI.

2.3 WORKSTATION SECURITY

OneCare shall implement physical safeguards for workstations to restrict unauthorized access to ePHI. These physical safeguards can include but should not be limited to passwords, screen savers, locking file cabinets, screen display protections, and secure disposal receptacles. Use of workstations should be limited, to the extent possible, to facilities and facility spaces to which OneCare controls access.

1.10 MEDIA & DEVICE SECURITY

OneCare shall, either directly or through its outsourcing contractors, track the receipt and removal of hardware and electronic media containing ePHI into and out of a facility and within the facility. All ePHI shall be irretrievably removed from hardware and electronic media prior to disposal. All ePHI shall be removed from electronic media before re-use. Prior to re-use of any electronic media containing ePHI, the media shall be sanitized in a manner that complies with guidelines on securing electronic media and would prevent the restoration of the ePHI. OneCare shall maintain, directly or through its outsourcing contractors, a record of the movements of hardware and electronic media and the person accountable therefore. Exact copies of the ePHI databases shall be made prior to the movement of any computer equipment.

Section 3 TECHNICAL SAFEGUARDS

3.1 ACCESS CONTROL

OneCare shall implement technical policies and procedures for information systems that maintain ePHI to limit access to only those persons that have been granted access rights as provided in this Policy. Each workforce member or other person authorized to access an information system shall be assigned a unique user identification name and/or number to identify and track that user's identity. EPHI maintained in information systems shall be accessible during an emergency. Where an automatic log-off feature is available, access to information systems will be terminated after a period of inactivity.

The information systems shall contain features that encrypt and decrypt ePHI. At this time, ePHI contained on the equipment maintained by UVMMC is encrypted when transmitted, but not encrypted at rest. Encryption at rest on this equipment would be unduly expensive at this time and could impact other technical safeguards protecting the ePHI at rest. Additionally, the equipment is currently physically isolated and locked, protected by its own firewall and access to the equipment and the ePHI stored on the equipment is very limited. It is expected that the equipment will be upgraded within the next year to a solution that will more easily allow for encryption of the ePHI.

3.2 AUDIT CONTROLS AND INTEGRITY

OneCare shall utilize technical mechanisms implemented by OneCare or provided by OneCare's outsourcing contractors to record and examine activity in all information systems. OneCare shall protect ePHI from improper alteration or destruction, by the periodic review of system activity and audit trail reports to detect data discrepancies.

3.3 PERSON OR ENTITY

OneCare systems ensure that a person or entity seeking access to ePHI is the person or entity claimed by requiring the use of unique user ID's and passwords and other authentication methodologies for system access.

3.4 TRANSMISSION SECURITY

OneCare shall ensure that its outsourcing contractors implement appropriate technical security measures to guard against unauthorized access to ePHI that is transmitted over an electronic communications network and that they have implemented security measures to ensure that ePHI transmitted electronically is not improperly modified without detection prior to its disposition. EPHI shall be encrypted when appropriate.

PART III ADMINISTRATIVE REQUIREMENTS

Section 1 Administrative Process

1.1 COMPLAINT PROCESS

Any complaint raised by an individual, a OneCare Participant, or a member of OneCare's Workforce involving privacy, or security, of PHI or ePHI shall be brought to OneCare's Compliance & Privacy Officer, or its Security Officer, respectively, for investigation, documentation, and - where possible - resolution.

1.2 SANCTIONS

When a privacy violation is confirmed to have resulted from a failure by a workforce member to comply with this Policy, the investigating officer(s) shall ensure that an appropriate sanction is imposed. Sanctions shall be dependent upon the nature of the compliance failure and may range from training to reinforce the policy or procedure violated up to and including termination of employment.

1.3 MITIGATION

To the extent practicable, OneCare will mitigate any harmful effect known to it of a use or disclosure of PHI in violation of this Policy.

1.4 INTIMIDATION AND RETALIATION

OneCare will not take any retaliatory action or attempt to intimidate threaten, coerce, discriminate against, or take other retaliatory action against any individual, workforce member, OneCare Participant or patient for the exercise of any right established, or for participation in any process provided for, by OneCare's policies and procedures, including the filing of a complaint.

1.5 DOCUMENT RETENTION

These policies and procedures and any documents created or maintained in connection with an action, activity or assessment required by these policies shall be maintained in written (or electronic) form for six (6) years from the date of creation or the date when last was in effect, whichever is later.

1.6 BREACH NOTIFICATION

Per the HIPAA Breach Notification Rule, OneCare will cooperate with its covered entity Participants to provide notification following a breach of unsecured protected health information. A "breach" may occur any time PHI

is impermissibly acquired, accessed, used or disclosed in a manner that compromises its security or privacy. The Compliance & Privacy Officer and Security Officer must be notified immediately of any suspected breaches. The Compliance & Privacy Officer and Security Officer will investigate any suspected breaches and complaints to determine whether there has been a breach that may require reporting and notification and shall notify affected covered entity Participants of any such potential breach. The Compliance & Privacy Officer and Security Officer, as necessary, will be responsible for coordinating with affected covered entity Participants to provide notifications required by the HIPAA data breach rules or other applicable data breach rules.

Location on Shared Drive: S:\Groups\Managed Care Ops\OneCare Vermont\Policy and Procedures\Policies

Management Approval:

Director, ACO Program Operations Date

Chief Operating Officer (COO) Date

Chief Compliance Officer Date

Board of Managers Approval: *Requires BOM approval annually if content/substantial changes. If N/A BOM approval every two years.

Chair, OneCare VT Board of Managers Date

Policy Number & Title:	06-12 Participant Appeals Policy
Responsible Department/s:	ACO Program Operations
Author:	Joan Zipko
Date Implemented:	July 19, 2016
Date Reviewed/Revised:	October 1, 2019
Next Review Date:	October 1, 2020

I. Purpose

To provide a process through which Participants and Preferred Providers may appeal a determination, decision, or action made or taken by OneCare (“ACO”) in relation to the Participant’s or Preferred Provider’s participation in any ACO Program(s).

II. Statement

This Participant Appeals Policy describes the process through which Participants and Preferred Providers may submit grievances and appeal a determination, decision, or action made or taken by the ACO in relation to the Participant’s or Preferred Provider’s participation in an ACO Program(s).

Examples of determinations, decisions, or actions that may be appealed under this Policy include, but are not limited to, the following: calculation of shared savings or loss (risk), distributions, or assessments; calculation of capitated or other alternative fee-for-service program payments; discipline, sanction, or termination of a Participant, Preferred Provider, or Provider from an ACO Program; denial of a request to participate in an ACO Program; sharing or distribution of a Participant’s or Preferred Provider’s performance data.

A Participant or Preferred Provider may not request an appeal for any issue that the ACO is prohibited from appealing to the Payer under the relevant ACO Program.

III. Actions/Responsibilities

Before filing an appeal, a Participant or Preferred Provider is encouraged contact the ACO to determine whether the matter is dispute can be resolved informally. Two (2) levels of appeal are available:

1. Level 1 Appeal

A Participant or Preferred Provider may submit a Level 1 Appeal in writing within ninety calendar (90) days of the date it receives notice of the issue in dispute.

A Level 1 Appeal must include the following basic identifying information: the full legal name and Tax Identification Number (“TIN”) of the Participant or Preferred Provider contracted with the ACO to participate in an ACO Program, the relevant ACO Program, and the name(s) and National Provider Identifier(s) (“NPI”) of any individual Provider(s) who may be relevant to the issue(s) being appealed. A Level 1 Appeal should state the issue being appealed with sufficient detail to inform the ACO of any relevant issues and should include any relevant supporting information and documentation. The ACO will provide written acknowledgement to the Participant or Preferred Provider of its receipt of the appeal, and will make any initial requests for additional information or documentation, within fifteen (15) business days of receiving it. The ACO may make additional requests for information or documents outside of this timeframe if necessary for determination of the appeal.

The Director of ACO Program Operations¹ will determine whether to grant or deny the appeal. The Director will review the written appeal and any information or documents submitted by the Participant or Preferred

¹ Should the Director of ACO Program Operations be unavailable for any reason to timely participate in the Level 1 Appeal process, the CEO shall designate an alternate member of the ACO’s leadership team with sufficient knowledge and experience to serve in this role.

Provider, and will confer with any member(s) of OneCare’s Workforce who may have knowledge or expertise relevant to the subject of the appeal, before making a determination.

The ACO will issue a written decision to grant or deny the appeal within sixty (60) calendar days of receipt of the appeal, or receipt of any additional information or documentation submitted by the Participant or Preferred Provider pursuant to a request from the ACO, whichever is later. The decision will include the rationale supporting it and will set forth any actions that are to be taken in accordance with the decision.

If the Participant or Preferred Provider is not satisfied with the ACO’s decision, the Participant or Preferred Provider may request reconsideration through a Level 2 Voluntary Appeal.

2. Level 2 Voluntary Appeal

A Participant or Preferred Provider may submit a Level 2 Voluntary Appeal no later than ninety (90) calendar days after the date of the ACO’s written decision on the Level 1 Appeal. This appeal must also be in writing. The ACO’s Appeals Committee (“Committee”) will determine whether to grant or deny this appeal. Any materials reviewed in conjunction with the Level 1 Appeal will be provided to the Committee for review and consideration in making a determination on this appeal. The Participant or Preferred Provider may also submit additional relevant information or documents to the Appeals Committee for review and consideration. The ACO will provide written acknowledgement of its receipt of the Level 2 Voluntary Appeal within fifteen (15) business days of receiving it.

The Appeals Committee shall consist of the ACO’s Chief Medical Officer, Chief Operating Officer, Chief Financial Officer/Vice President of Finance, and Director of Finance.² The Committee may also designate any member(s) of OneCare’s Workforce who may have knowledge or expertise relevant to the subject of the appeal as additional members of the Committee to participate in the review and determination of the appeal. The Appeals Committee may not designate the Director of ACO Program Operations as an additional member, however it may request relevant factual information from such person(s).

The Participant or Preferred Provider may request a meeting (“Meeting”), either by telephone or in-person, with a panel of at least three (3) members of the Appeals Committee (“Panel”) to discuss the subject of the appeal and any materials submitted for consideration by the Committee. The Panel will summarize the contents of the Meeting for any members of the Committee who were not present.

The ACO and the Participant or Preferred Provider will make good-faith efforts to schedule a mutually-agreeable date and time for the Meeting to occur that is within forty-five (45) calendar days of the ACO’s receipt of the appeal. If, despite good-faith efforts, the parties are unable to agree upon a date and time for the Meeting to occur within this timeframe, the Participant or Preferred Provider may opt to: (1) forgo the meeting; or (2) request an extension of time to conduct the Meeting pursuant to the guidelines set forth below. The Participant or Preferred Provider must request such an extension in writing prior to the expiration of the forty-five (45) calendar day window for the Meeting, otherwise the Participant or Preferred Provider will be deemed to have opted to forgo the Meeting.

The ACO will issue a written decision to grant or deny the Level 2 Voluntary Appeal within sixty (60) days of the latest of: (1) the date the ACO is in receipt of all information and documents submitted by the Participant or Preferred Provider for review by the Appeals Committee; (2) the date the for the Meeting expires; or (3) the

² Should any of these Officers or Directors be unavailable for any reason to timely participate in the Level 2 Voluntary Appeal, the CEO shall designate an alternate member of the ACO’s leadership team with equivalent knowledge, experience, and expertise as that of the unavailable Officer(s) or Director to serve on the Committee in this role.

date the Meeting occurs. The ACO's written decision will include the rationale supporting it and will set forth any actions that are to be taken in accordance with the decision.

IV. Appeal Extension Guidelines

The Participant or Preferred Provider may make a written request for an extension of any timeframe set forth in this Policy. Any such request must include the reason for making the request and a reasonable estimate of the additional time needed. The ACO may, in its sole discretion, grant this request under the following circumstances: (1) the information or documents supporting the appeal are voluminous and/or complex such that additional time is required for review; (2) information or documents in the possession of third parties, or witnesses with relevant factual knowledge of the subject of the appeal, that are necessary for making a reasonable determination to grant or deny the appeal are not available within the prescribed timeframes, but will be available at a reasonable later date; or (3) the ACO and Participant or Preferred Provider, despite good-faith efforts, are unable to schedule the Meeting within the forty-five (45) calendar day window permitted, and the Meeting can be scheduled within a reasonable period of time outside of the window.

V. Effect of Appeal Decisions

All decisions by the ACO to grant or deny a Level 2 Voluntary Appeal are final. A Participant or Preferred Provider must exhaust the appeals process set forth in the Policy before seeking resolution of the dispute through another process that may be required or permitted under the terms of the relevant Participant or Preferred Provider Agreement with the ACO.

Individual provider(s), who may be employed by Participant(s) or Preferred Provider(s) but do not have a direct contractual relationship with the ACO, may not submit an appeal under this Policy without the consent and participation of the relevant Participant or Preferred Provider.

VI. Contact Information for Submission of Appeals:

OneCare Vermont Accountable Care Organization, LLC
Attn: Participant Appeals
356 Mountain View Drive, Suite 301
Colchester, Vermont 05446

Location on Shared Drive: S:\Groups\Managed Care Ops\OneCare Vermont\Policy and Procedures\Policies

Management Approval:

Director, ACO Program Operations	Date
Chief Operating Officer (COO)	Date
Chief Compliance Officer	Date

Board of Managers Approval: *Requires BOM approval annually if content/substantial changes. If N/A BOM approval every two years.

Chair, OneCare VT Board of Managers

Date



ONECARE VERMONT ACCOUNTABLE CARE ORGANIZATION, LLC
BOARD OF MANAGERS MEETING
OCTOBER 15, 2019

MINUTES

A meeting of the Board of Managers of OneCare Vermont Accountable Care Organization, LLC (“OneCare”) was held at Dartmouth Hitchcock Hospital on October 15, 2019.

I. Call to Order

John Brumsted, M.D., called the meeting to order at 4:30 p.m.

II. Consent Agenda Items

The consent agenda items were approved unanimously. This included amendments to the Executive Committee charter that Dr. Brumsted summarized. The changes include adding to the Executive Committee charter the responsibilities to assist in developing, reviewing and recommending to the full Board corporate and executive leaders’ goals and expectations and provide feedback and guidance to the CEO with respect to the performance of Board appointed personnel.

III. Policies

Greg Daniels Summarized changes to the OneCare Participant Appeals Policy and the OneCare Privacy and Security Policy. The Participant Appeals policy was updated to permit the CEO to appoint an alternate member of the leadership team with equivalent knowledge, training, and experience to review and decide first or second-level appeals if an Officer or Director tasked with the appeal is unavailable to participate in the appeals process in a timely manner. The Privacy and Security Policy was updated to streamline language. Vendors are now included as a broad category that doesn’t require new approvals when vendors are added or removed. A board member asked if contracted vendors are able to sell data to third party vendors. Greg Daniels responded that information accessed by vendors is protected by OneCare’s data-use agreements.

II. Public Comment

Katie Jickling of VT Digger attended the meeting, but did not make a public comment.

III. Executive Session

IV. Voting

- a. The motion to approve the Executive Session Minutes from September 17, 2019 was approved by a supermajority
- b. The motion to approve the resolutions regarding payer programs for 2019 and 2020 was approved by a supermajority.



V. Adjourn

Upon a motion made and seconded, the meeting adjourned at 7:02 p.m.

Attendance:

OneCare Board Members

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> Dan Bennett | <input checked="" type="checkbox"/> Joe Haddock, MD | <input checked="" type="checkbox"/> Sierra Lowell |
| <input checked="" type="checkbox"/> Jill Berry Bowen | <input checked="" type="checkbox"/> Tomasz Jankowski | <input checked="" type="checkbox"/> Pamela Parsons |
| <input checked="" type="checkbox"/> John Brumsted, MD | <input type="checkbox"/> Coleen Kohaut | <input checked="" type="checkbox"/> Joseph Perras, MD |
| <input checked="" type="checkbox"/> Michael Costa | <input checked="" type="checkbox"/> Todd Keating | <input checked="" type="checkbox"/> Judy Peterson |
| <input type="checkbox"/> Betsy Davis | <input checked="" type="checkbox"/> Sally Kraft, MD | <input checked="" type="checkbox"/> Toby Sadkin, MD |
| <input checked="" type="checkbox"/> Tom Dee | <input checked="" type="checkbox"/> Steve LeBlanc | <input checked="" type="checkbox"/> John Sayles |
| <input checked="" type="checkbox"/> Steve Gordon | <input checked="" type="checkbox"/> Steve Leffler, MD | |

OneCare Risk Strategy Committee

- | | | |
|---|-------------------------------------|---------------------------------------|
| <input type="checkbox"/> Claudio Fort | <input type="checkbox"/> Tom Manion | <input type="checkbox"/> Anna Noonan |
| <input checked="" type="checkbox"/> Jeffrey Haddock, MD | <input type="checkbox"/> Brian Nall | <input type="checkbox"/> Shawn Tester |

OneCare Leadership and Staff

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> Vicki Loner | <input checked="" type="checkbox"/> Tom Borys | <input checked="" type="checkbox"/> Martita Giard |
| <input checked="" type="checkbox"/> Norm Ward, MD | <input checked="" type="checkbox"/> Sara Barry | <input checked="" type="checkbox"/> Linda Cohen Esq. |
| <input type="checkbox"/> Joan Zipko | <input type="checkbox"/> Susan Shane | <input checked="" type="checkbox"/> Spenser Wepler |
| <input checked="" type="checkbox"/> Greg Daniels | <input checked="" type="checkbox"/> Amy Bodette | |