OneCare Vermont Accountable Care Organization, LLC

Board of Managers Meeting

February 18, 2020

Minutes

A meeting of the Board of Managers of OneCare Vermont Accountable Care Organization, LLC (“OneCare”) was held at OneCare Vermont’s offices in Colchester Vermont on February 18, 2020.

1. Call to Order

John Brumsted, M.D., called the meeting to order at 4:35 p.m. He announced that Jill Berry Bowen would be stepping down from the Board effective March 31st. She is leaving her current role at Northeastern Medical Center. Dr. Brumsted thanked her for service and noted her contributions including the founding and launching of RiseVT in Franklin County. Management is currently working with VAHHS to seat a replacement for the seat.

II. Consent Agenda Items

The consent agenda items were approved unanimously which included minor revisions and updates to OneCare Policies as well as the Bylaws and Executive Committee Charter. (See policies revisions summary and redline changes in the Board packet).

III. Governance

Its common practice of Non-Profit entities to have an audit committee that reports to the Board of the entity. The Executive Committee has discussed and endorses creating an audit committee. This committee would work with outside auditors and legal counsel and would report back to the full Board. Chair of the Board, Dr. Brumsted asked that those that are interested to volunteer and reach out to Vicki. A motion was made to form an Audit Committee off the Board and for Management to work on scheduling meetings and working with the Committee to draft a charter to bring back to the Board for approval. The Motion was seconded and approved unanimously

IV. 2020 Clinical Priorities

Dr. Norman Ward provided an update on the 2020 clinical priorities including the process of review and discussion to date of the priorities by the various committees including the Clinical and Quality Advisory Committee and the Population Health Strategy Committee. The priorities are;

* Reducing 30 Day All Cause Readmission Rates,
* Reducing Emergency Department Utilization,
* Improving “Hypertension: Controlling Blood Pressure” Quality Measure
* Improving “Diabetes HbA1C Poor Control (>9%)” Quality Measure.

A Motion was made to improve the clinical priorities for 2020 which was seconded and approved unanimously.

V. 2021 Network Development Strategy

CEO Vicki Loner highlighted a GMCB budget order item around network strategy development and that leadership is working at a high level now to develop that strategy. The order is intending to help drive towards achieving “scale” under the All-Payer Model while expanding the provider network. Leadership will develop the strategy bring it back to the Board for review.

VI. Communications Update

Amy Bodette provided an update on public affairs and outreach. The focus in the legislature as been on Senate Bill 290 a healthcare reform bill that has pieces to it that affect the ACO including additional reporting. Vicki testified has testified in regards to this bill and COO Sara Barry testified on Suicide Prevention work that ACO is collaborating on with the State Department of Mental Health and the Designated Agencies. Vicki has also met with Senate leadership to listen to their questions and concerns. Ms. Bodette also highlighted the Community Leaders Breakfast hosted by UVMHN and also noted that next month Vicki will start to meet with local Rotaries. All of this information can be found in the Public Affairs report in the Board packet.

VII. RETAIN Presentation

Norm introduced Karen Hyuck, gave a presentation on RETAIN. The goals of RETAIN are 1) to increase employment retention and labor force participation of individuals who acquire and/or are at risk of developing work disabilities, and 2) reduce long-term work disability among project participants including the need for federal disability benefits (i.e., SSDI and SSI). She provided a progress report to date and outlined future phases of the project (see presentation in packet). There was discussion and question and answer period among the Board members at the conclusion of the presentation.

VIII. Public Comment

There were no members of public in attendance.

1. Executive Session
2. Voting
   1. The motion to approve the Executive Session Minutes from January 21 and 30, 2020 was approved by a supermajority
   2. The motion to approve: (1) developing a request to the IRS to recognize OneCare as a 501(c)(3) organization; and (2) conditionally amending the Articles of Organization and Operating Agreement consistent with 501(c)(3) requirements was approved by a supermajority
   3. The motion to approve the revised 2020 Budget and total 2020 Participation Dues in accordance with stated dues policy was approved by a supermajority
3. Adjourn

Upon a motion made and seconded, the meeting adjourned at 6:53

**Attendance:**

OneCare Board Members

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| Dan Bennett | Joe Haddock, MD | Sierra Lowell |
| Jill Berry Bowen | Tomasz Jankowski | Pamela Parsons |
| John Brumsted, MD | Coleen Kohaut | Joseph Perras, MD |
| Michael Costa | Todd Keating | Judy Peterson |
| Betsy Davis | Sally Kraft, MD | Toby Sadkin, MD |
| Tom Dee | Steve LeBlanc | John Sayles |
| Steve Gordon | Steve Leffler, MD |  |
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OneCare Risk Strategy Committee

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| --- | --- | --- |
| Claudio Fort | Brian Nall | Joe Woodin |
| Jeffrey Haddock, MD | Anna Noonan |  |
| Tom Manion | Shawn Tester |  |

OneCare Leadership and Staff

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| --- | --- | --- | --- |
| Vicki Loner | Tom Borys | Martita Giard | |
| Norm Ward, MD | Sara Barry | Linda Cohen Esq. | |
| Joan Zipko | Susan Shane | Spenser Weppler | |
| Greg Daniels | Amy Bodette | Tyler Gauthier |