



OneCare Vermont

**OneCare Vermont Accountable Care Organization, LLC
Board of Managers Meeting Agenda
January 21, 2020
4:30 p.m. – 7:00 p.m.
OneCare Vermont – Mountainside Conference Room**

<u>Time</u>	<u>Agenda Item</u>	<u>Presenter</u>
4:30 p.m.	Call to Order and Welcome of New Risk Strategy Committee Member	John Brumsted, MD
4:31 p.m.	Welcoming New Member to the Risk Strategy Committee	John Brumsted, MD
4:32 p.m.	Consent Agenda Items - Approval* <i>Vote to approve Consent Agenda Items</i>	John Brumsted, MD
4:35 p.m.	Conflict of Interest Training*	Greg Daniels
4:50 p.m.	2020 Draft Clinical Priorities*	Norman Ward, MD
5:10 p.m.	Communications Update*	Vick Loner/Amy Bodette
5:20 p.m.	Public Comment Move to Executive Session	John Brumsted, MD
6:55 p.m.	Votes 1. Vote to approve Executive Session minutes for meetings on December 17 th and 20 th , 2019 2. Vote to invoke Participation Waivers for 2020 Program of Payments and Funding Arrangments 3. Vote to Execute Agreement with TD Bank for a Line of Credit	John Brumsted, MD
7:00 p.m.	Adjourn	John Brumsted, MD

*Denotes Attachment

Attachments:

1. Consent Agenda Items
 - Draft of OneCare Board of Manager Minutes from December 17 and 20, 2019
 - Board Committee Report outs
 - Monthly Financials
 - CMO Corner
 - Policies
 - Policies Summary
 - 06-07: Subcontractor Management Policy
 - 07-06: Conflict of Interest Policy
 - 07-07: Code of Conduct Policy
 - 1 year extension of UVM Promissory Note
2. Conflict of Interest Training
3. 2020 Clinical Priorities
4. Public Affairs Report (*Forthcoming*)



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

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 and by phone on December 17, 2019.

I. Call to Order

John Brumsted, M.D., called the meeting to order at 4:32 p.m.

II. Consent Agenda Items

The consent agenda items were approved unanimously which included the nomination of Dr. Howard Schapiro for addition to the Population Health Strategy Committee.

III. Patient and Family Advisory Committee Report

Dr. Susan Shane provided a report on the Patient and Family Advisory Committee (PFAC). Dr. Shane reviewed the slide of accomplishments and priorities for the PFAC for 2019 and 2020 (see slide in public session packet). The Office of the Health Care Advocate (HCA) joined the committee for the November 14th meeting. The HCA gave a presentation and the role they play in Vermont, including some examples of cases they have worked on. They then engaged members in conversation about healthcare, OneCare and the responses to the questions they had posed via electronic survey which was anonymous. The committee members appreciated the information and the opportunity to share their thoughts. Dr. Shane highlighted some questions and the responses to the survey and concluded by highlighting that PFAC is always looking and would welcome additional members to committee.

IV. Social Determinants of Health Pilot Update

Dr. Norman Ward provided an update on the Social Determinants of Health Pilot highlighting the work that has been done to date by Algorex. The pilot is looking at the different categories of SDoH and have highlighted some of the data themes they are seeing so far across practices. Dr. Ward described next steps in the pilot and the upcoming 2020 contract year.

V. Public Comment

There were no members of public in attendance.

VI. Executive Session



VII. Voting

- a. The motion to approve the Executive Session Minutes from November, 2019 was approved by a supermajority
- b. The motion to approve revisions to the Policy on Policy Management was approved by a supermajority
- c. The Motion to approve the finance committee's recommendation regarding BCBSVT QHP care coordination was approved by a supermajority

VIII. 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 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 checked="" 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 checked="" 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 type="checkbox"/> Jeffrey Haddock, MD | <input checked="" type="checkbox"/> Brian Nall | <input checked="" 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 checked="" type="checkbox"/> Susan Shane | <input checked="" type="checkbox"/> Spenser Wepler |
| <input checked="" type="checkbox"/> Greg Daniels | <input checked="" type="checkbox"/> Amy Bodette | |



ONECARE VERMONT ACCOUNTABLE CARE ORGANIZATION, LLC
BOARD OF MANAGERS MEETING
DECEMBER 20, 2019

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 and by phone on December 20, 2019.

I. Call to Order

John Brumsted, M.D., called the meeting to order at 12:02 p.m.

II. Public Comment

There were no members of public in attendance.

III. Executive Session

IV. Voting

- a. The motion to approve the 2020 OneCare Budget as approved by the GMCB was approved by a supermajority.
- b. The motion to approve the resolution authorizing management to execute the 2020 Vermont Medicaid Next Generation Program Agreement subject to conditions stated was approved by a supermajority
- c. The motion to approve the resolution authorizing management to execute the 2020 Vermont All-Payer ACO Medicare Model Program Agreement subject to conditions stated, including execution of contacts with Blueprint and SASH for Prepaid Shared Savings for 2020 was approved by a supermajority

V. Adjourn

Upon a motion made and seconded, the meeting adjourned at 12:45 p.m.

Attendance:

OneCare Board Members

- | | | |
|---|--|---|
| <input checked="" type="checkbox"/> Dan Bennett | <input checked="" type="checkbox"/> Joe Haddock, MD | <input type="checkbox"/> Sierra Lowell |
| <input 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 checked="" type="checkbox"/> Betsy Davis | <input checked="" type="checkbox"/> Sally Kraft, MD | <input checked="" type="checkbox"/> Toby Sadkin, MD |



Tom Dee

Steve Gordon

Steve LeBlanc

Steve Leffler, MD

John Sayles

OneCare Risk Strategy Committee

Claudio Fort

Jeffrey Haddock, MD

Tom Manion

Brian Nall

Anna Noonan

Shawn Tester

OneCare Leadership and Staff

Vicki Loner

Norm Ward, MD

Joan Zipko

Greg Daniels

Tom Borys

Sara Barry

Susan Shane

Amy Bodette

Martita Giard

Linda Cohen Esq.

Spenser Weppeler

DRAFT FOR APPROVAL



OneCare Board of Manager Committee Report-Outs

January 2020

Executive Committee

At its January 6th meeting, the committee was given a communications update that highlighted recent and continued meetings with legislators, and recent media interviews. There was a discussion around Governance including development of Corporate Goals as well as inviting new participating hospitals in the ACO that are taking risk to participate in the Risk Strategy Group. An update was given on collaboration work with the Blueprint. Lastly there was a discussion regarding Network Support for participants and an update on the development of the 2020 network clinical priorities.

Finance Committee

At its January 8th meeting, the committee reviewed the November financial statements. In addition there were approvals for the Medicare Financial Line of Credit and the UVMHN Loan to be brought forward to the Board of Managers. Program updates included Medicaid, Medicare, BCBSVT QHP, BCBSVT ASO and MVP. There was also a 2019 Performance update and discussion around the upcoming Finance Retreat.

Population Health Strategy Committee

At its January 7th Deep Dive WebEx meeting, the committee heard a presentation from Dr. Mark Levine on a proposal around implementing smoking cessation as a standard of care.

Clinical & Quality Advisory Committee

This committee meets next on February 20th. The health services areas of St. Albans, Burlington and Newport are due to report out.

Patient & Family Advisory Committee

At the January 9th meeting the committee discussed potential topics for 2020, meeting logistics around frequency and length of meetings. The committee heard from Amy Bodette on follow-up of feedback on Core Messages and also discussions were had about the posters that were created by the Patient and Family Centered Care Workgroup.

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

	11/30/2019	10/31/2019	Variance
<u>ASSETS</u>			
Current assets:			
Unrestricted Cash	5,640,452.97	2,934,177.05	2,706,276
GMCB Reserve	3,691,666.67	3,483,333.33	208,333
CMS Reserve-US Bank	4,173,821.01	4,171,712.33	2,109
VBIF	10,162,747.86	10,162,747.86	-
Advance Funding-Medicaid	8,347,596	8,581,222	(233,626)
Total Cash	32,016,284.28	29,333,192.48	2,683,092
Network Recievable	2,697,076.39	1,096,580.67	1,600,496
Network Recievable-Settlement	1,751,817.71	1,369,058.02	382,760
Other Receivable	5,661,822.68	5,390,711.02	271,112
Other Receivable-Settlement	(0.41)	(0.41)	-
Prepaid Expense	894,924.73	1,635,342.50	(740,418)
TOTAL ASSETS	43,021,925	38,824,884	4,197,041
<u>LIABILITIES AND NET ASSETS</u>			
Current liabilities:			
Accrued Expenses	1,646,408.26	1,451,030.94	195,377
Accrued Expenses -Settlement	3,796.89	3,796.89	-
Network Payable	21,470,515.62	19,045,479.86	2,425,036
Network Payable-settlement	2,340,147.33	2,251,388.67	88,759
Notes Payable	4,124,849.00	4,124,849.00	-
CTO Liability	350,398.00	429,174.00	(78,776)
Payroll accrual	229,555.00	188,717.00	40,838
Deferred Income	3,688,876.63	654,806.06	3,034,071
Estimated third-party payer settlements	-	-	-
Due to Related Parties - UVMMC	3,652,399.41	4,749,800.26	(1,097,401)
Due to Related Parties - DHH	(0.83)	(0.83)	-
Total Liabilities	37,506,945	32,899,042	4,607,903
Net assets:			
Unrestricted - UVMMC	498,627	498,627	1
Unrestricted - DHH	498,627	498,627	1
Current Year Profit to Date	4,517,726	4,928,589	(410,863)
Total net assets	5,514,980	5,925,842	(410,862)
TOTAL LIABILITIES AND NET ASSETS	43,021,925	38,824,884	4,197,041

OneCare Vermont

Surplus & Loss Statement

YTD November 2019

	Annual Budget	YTD Budget	YTD Prior Month	Current Month	YTD	YTD Budget/Actual Variance
Medicaid Admin - \$6.50 PMPM	\$ 5,570,683	\$ 5,106,460	\$ 4,554,329	422,253	\$ 4,976,582	(129,878)
Medicaid Complex Care Coordination	\$ 5,500,000	\$ 5,041,667	\$ 4,202,224	445,860	\$ 4,648,084	(393,583)
BCBS QHP PHM \$3.25 PMPM	\$ 664,677	\$ 609,287	\$ 602,271	56,479	\$ 658,749	49,462
BCBS ASO PHM \$3.25 PMPM	\$ 585,000	\$ 536,250	\$ 1,139,531	182,582	\$ 1,322,113	785,863
SF PHM \$3.25 PMPM	\$ 526,140	\$ 482,295	\$ 313,921	82,097	\$ 396,017	(86,277)
Medicare Shared Savings/Blueprint	\$ 8,021,268	\$ 7,352,829	\$ 5,285,197	2,067,632	\$ 7,352,829	0
Primary Prevention	\$ 1,100,000	\$ 1,008,333	\$ 916,667	91,667	\$ 1,008,333	0
Informatics Infrastructure Support	\$ 4,250,000	\$ 3,895,833	\$ 3,541,667	354,167	\$ 3,895,833	0
Misc. Revenue	\$ -	\$ -	\$ 142,889	2,099	\$ 144,987.38	144,987
Participation Fees	\$ 29,266,751	\$ 26,827,855	\$ 24,797,889	(29,393)	\$ 24,768,496	\$ (2,059,359)
Total Income	\$ 55,484,518	\$ 50,860,809	\$ 45,496,583	3,675,441	\$ 49,172,024	\$ (1,688,785)
PHM Expense:						
Population Health Management Program	\$ 5,638,685	\$ 5,168,795	\$ 5,935,152	608,621	\$ 6,543,773	\$ (1,374,978)
Complex Care Coordination Program	\$ 9,651,694	\$ 8,847,387	\$ 7,405,050	872,425	\$ 8,277,475	\$ 569,912
CPR Program Cost	\$ 2,250,000	\$ 2,062,500	\$ 1,089,965	97,911	\$ 1,187,876	\$ 874,624
Value-Based Incentive Fund	\$ 7,852,589	\$ 7,198,206	\$ 5,991,540	671,444	\$ 6,662,985	\$ 535,222
Primary Prevention Programs	\$ 910,720	\$ 834,827	\$ 529,674	127,988	\$ 657,661.40	\$ 177,165
Specialist Program Pilot	\$ 2,000,000	\$ 1,833,333	\$ 194,554	(80,554)	\$ 114,000	\$ 1,719,333
Innovation Fund	\$ 1,000,000	\$ 916,667	\$ 177,084	45,358	\$ 222,441	\$ 694,225
RCR	\$ 375,000	\$ 343,750	\$ 262,500	31,250	\$ 293,750	\$ 50,000
PCMH Legacy Payments - Blueprint	\$ 1,865,544	\$ 1,710,082.00	\$ 1,542,936	152,638	\$ 1,695,574	\$ 14,508
CHT Block Payment - Blueprint	\$ 2,321,670	\$ 2,128,197.05	\$ 1,934,725	193,472	\$ 2,128,197	\$ (0)
SASH- Blueprint	\$ 3,834,054	\$ 3,514,549.50	\$ 3,245,045	297,005	\$ 3,542,049	\$ (27,500)
Operating Expense:						
Salaries/Fringe	\$ 8,404,320	\$ 7,703,960	\$ 6,480,966	660,970	\$ 7,141,936	\$ 562,023
Purchased Services	\$ -	\$ -	\$ 1,666,940	162,612	\$ 1,829,552	\$ (1,829,552)
Contract & Maintenance	\$ 2,899,264	\$ 2,657,659	\$ 886,791	73,382	\$ 960,173	\$ 1,697,486
Lease & Rental	\$ 397,795	\$ 364,645	\$ 315,747	31,172	\$ 346,919	\$ 17,727
Utilities	\$ -	\$ -	\$ 34,526	4,114	\$ 38,641	\$ (38,641)
Other Expenses	\$ 3,983,184	\$ 3,651,252	\$ 2,874,799	136,497	\$ 3,011,296	\$ 639,956
Total Expenses	\$ 53,384,518	\$ 48,935,809	\$ 40,567,994	4,086,304	\$ 44,654,298	\$ 4,281,510
Net Income / (Loss)	\$ 2,100,000	\$ 1,925,000	\$ 4,928,589	(410,863)	\$ 4,517,726	\$ 2,592,726



OneCare Vermont CMO Corner

January 21, 2020

Norman Ward, MD FAAFP MHCD

- 1. Healthcentric Advisors has been named as the new CMS Quality Innovation Network/Quality Improvement Organization (QIN QIO). They are a member of IPRO that holds these contracts for 11 states and 20% of all Medicare beneficiaries. OneCare Vermont is in discussions to coordinate quality improvement efforts with Healthcentric Advisors to minimize confusion and participation burden to our network organizations. Their skilled nursing facility collaborative is an excellent example of a program that will benefit OneCare's performance.**
- 2. Regional Clinician Representatives Recruitment – several HSAs are expressing difficulty identifying clinicians to serve in this role with OneCare Vermont. The 2020 OCV budget shifted financial responsibility from OneCare to each HSA to fund these positions. Dr. Ward is happy to assist in orienting individuals to this role.**
- 3. Educational Program Planning 2020 – Please see the attached 2019 educational program summary sheet. The OneCare network is encouraged to suggest topics for our 2020 program planning.**
- 4. Chronic Kidney Disease Specialty Payment Reform Project – Excellent progress has been made with the University of Vermont Department of Nephrology to begin implementation of a pilot program to enhance care coordination of patients approaching the need for renal replacement therapy. Interventions will include education of patients as to their treatment options (transplant, home hemo- or home peritoneal dialysis, in center hemodialysis, or no dialysis) using techniques developed by DCI as part of their Life Goals Assessment program. The intervention coordinates nicely with new federal priorities for kidney disease management.**
- 5. Initiation and Engagement in Treatment Performance Improvement Project – the Vermont Department of Health and the Department of Vermont Health Access recently presented compelling evidence concerning Vermont's very high rates of alcohol and other drug usage compared to national statistics. OneCare looks forward to coordinating with these organizations to improve our payer mandated quality measure performance on these "initiation" (within 14 days of diagnosis) and "engagement" (second treatment contact within next 34 days) categories.**

6. **Vermont Legislative Report Act 17 – Defining Primary Care and Determining Primary Care’s Proportion of Health Care Spending in Vermont – The Green Mountain Care Board and DVHA legislative report concludes that primary care spending makes up 10.2 % of claims plus non-claims total cost of care statewide (\$270M/\$2.67B) and 8.9% when calculated just on claims data. The report states that reliance on the VHCURES all-payer data base introduces significant limitations but that this methodology will help assess health reform efforts going forward.**

7. **Vermont RETAIN Grant – Karen L. Huyck, MD, PhD, MPH, FACOEM Assistant Professor Section of Occupational and Environmental Medicine, Department of Medicine, Geisel School of Medicine at Dartmouth will present to the OneCare Vermont Population Health Strategy Committee on 2/3/2020 to discuss how OneCare Vermont can benefit from an innovative approach to improving return to work for patients with both occupational related injury/illness but also non-occupational injury/illness. Both scenarios adversely impact health and increase medical spending. The project is in conjunction with the United States Department of Labor and the Vermont Labor Department.**



Board of Managers Policy Summary January, 2020

Background:

The Policy on Policy Management states that unless annual review and approval is required under the Agreement, or any other applicable payer contract, all OneCare policies shall be reviewed and approved by the Board every two (2) years. Additionally, if material changes in law, policy, or contracting occur in the interim, there could be a request for re-approval by the Board.

Policy Changes:

OneCare has reviewed and recommends the following policy changes for approval by the Board of Managers.

- **06-07 Subcontractor Management**
 - **Description:** The purpose of this policy is to ensure that OneCare conducts oversight and monitoring of any entity with which it subcontracts for the performance of “delegated activities” related to its Services Agreement (“Contract”) with DVHA (“Delegated Activities”), as set forth in Section 2.9 of the Contract.
 - **Key Changes:** This update narrows the scope of the Policy to OneCare and its Subcontractors, and more specifically describes OneCare’s obligations to conduct oversight and monitoring of Subcontractors to comport with the requirements of the Contract. For example, the update excludes Medicaid-approved providers from any oversight and monitoring requirements set forth under section 2.9 of the Contract, a distinction that is made clear in the language of the current Policy. [OneCare does not currently subcontract with any individuals or entities for the performance of Delegated Activities, consequently it is not currently required to comport with any of the oversight or monitoring requirements of this Policy.]
- **07-06 Conflict of Interest**
 - **Description:** To protect the interest of OneCare when contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or manager of OneCare
 - **Key Changes:** No material changes. Minor changes were made to improve overall clarity and formatting.
- **07-07 Code of Conduct**
 - **Description:** Sets the expectation of those engaged in OneCare's program operations will cooperate with OneCare’s compliance activities
 - **Key Changes:** No material changes. Minor changes were made to improve overall clarity and formatting.

Policy Number & Title:	06-07 Subcontractor Management
Responsible Department/s:	Operations
Author:	Joan Zipko
Date Implemented:	1/1/17
Date Reviewed/Revised:	12/1/2019
Next Review Date:	11/1/2021

I. ~~I.~~ Purpose

OneCare Vermont (“OneCare”) is an accountable care organization contracted with state and federal agencies, commercial health plans, and third-party administrators, to administer value-based payment programs and perform Accountable Care Organization Activities.

OneCare has entered into a Contract for Personal Services with the State of Vermont, Department of Vermont Health Access (“DVHA”) to provide certain services to beneficiaries of the Vermont Medicaid Program (“Contract”) as an Accountable Care Organization (“ACO”) and to administer its full-risk capitation method of payment known as the All Inclusive Population Based Payment (“AIPBP”).

The purpose of this policy is to ensure that ~~when OneCare Vermont (OneCare) conducts oversight and monitoring of any contracts~~ entity with which it subcontracts (“Subcontractor(s)”) for the performance of “delegated activities” related to the Contract, as set forth under its terms, and in compliance with any applicable statute, regulation, rule, or law.

~~services and/or delegates authority to a vendor to conduct activity on behalf of OneCare, vendor, consultant or subcontractor (herein collectively, “Subcontractor”) has the capability to carry out the activity properly and in accordance with its contractual obligations to OneCare. In addition, the policy ensures that OneCare carries out appropriate monitoring and oversight of the contracted services and/or delegated functions and activities and is in compliance with all applicable laws.~~

II. ~~II.~~ Statement

Upon approval by DVHA, OneCare may delegate authority to a Subcontractor(s) to perform Delegated Activities for OneCare, or on its behalf, pursuant to a Subcontract. It is the Policy of OneCare to conduct oversight and monitoring of any Subcontractor with whom it has subcontracted for the performance of any Delegated Activities. OneCare remains responsible for the performance of any obligations that may result from the Contract.

III. ~~III.~~ Scope

This policy applies to ~~OneCare and~~ any entity ~~with which that it subcontracts for the performance of any Delegated Activities~~ is deemed a subcontractor under the Department of Vermont Health Access (DVHA) agreement. ~~Subcontractors are defined in section 2.9 of the Vermont Medicaid contract. Medicaid-approved healthcare providers are excluded from these oversight and monitoring requirements.~~

IV. ~~IV.~~ Definitions

- 1. All Inclusive Population Based Payment (“AIPBP”):** Refers to the full-risk capitation payment model as set forth in Attachment B “Payment Provision” to the Contract.
- 2. Delegated Activities:** Refers to activities OneCare is obligated to perform under the terms of the Contract that it has delegated to a Subcontractor - excluding Medicaid-approved healthcare providers - to be performed pursuant to a Subcontract between OneCare and that individual or entity.
- ~~3. Oversight:~~ Regular review and assessment of a Subcontractor’s execution of its ~~Subservices Contract~~, through onsite or remote review of the Subcontractor’s performance, review and analysis of reports and other data, and by requiring and monitoring implementation of corrective action/performance improvement as appropriate.

~~4.~~

~~5. **Performance Measure:** A quantifiable measure to assess how well a Subcontractor carries out specific functions or processes under its Services Contract.~~

~~6.3.~~

~~7. **Services Contract:** Refers to an agreement between a Subcontractor and OneCare that details the services OneCare is contracting with the Subcontractor to provide.~~

~~8.~~

~~4. **Subcontract:** Refers to contractual agreements between OneCare and any entity - excluding Medicaid-approved healthcare providers - that performs Delegated Activities related to the Contract or any administrative entities not involved in the actual delivery of medical care, but performing delegated activities.~~

~~9.5. **Subcontractor:** Refers to any individual or entity - excluding Medicaid-approved healthcare providers - that that performs Delegated Activities related to the Contract pursuant to a Subcontract ~~contracts with OneCare~~ to perform any services for or on behalf of OneCare that is a subcontractor under State of Vermont definitions. ~~Subcontractors shall include parties performing delegated functions for OneCare.~~~~

IV. — Statement

~~OneCare may give Subcontractors authority to perform certain functions for OneCare or on its behalf through a Services Contract.~~

~~OneCare remains accountable and responsible for oversight of all services provided to participants and members and may not delegate oversight of any Subcontractor to any third-party.~~

~~IV.V.~~ **V. — Oversight and Enforcement Monitoring**

~~1. OneCare shall ensure Subcontracts comply with all contracting requirements set forth in Section 2.9 of the Contract and under 42 C.F.R. § 438.230, as well as all general requirements for Medicaid contracts and subcontracts under 42 C.F.R. § 434.6.~~

~~2. OneCare shall have policies and procedures addressing auditing and monitoring Subcontractors' data, data submissions and performance as set forth in Section 2.9 of the Contract.~~

~~3. OneCare shall ensure Subcontractors meet the same requirements as OneCare under the Contract.~~

~~4. OneCare shall ensure it can demonstrate its Subcontractors are in compliance with the requirements of OneCare under the Contract.~~

~~5. OneCare shall require Subcontractors providing direct services to have quality improvement goals and performance improvement activities specific to the types of services provided by the Subcontractors.~~

~~6. OneCare shall monitor the financial stability of Subcontractor(s) whose payments are equal to or greater than five percent (5%) of DVHA AIPBP to OneCare.~~

~~7. At least annually, OneCare shall obtain audited financial statements including statement of revenues and expenses, balance sheet, cash flows, and changes in equity/fund balance from the Subcontractor, use it to monitor the Subcontractor's performance, and make it available to DVHA upon request.~~

~~8. OneCare shall ~~oversee Subcontractor activities and~~ submit an annual report on its Subcontractors' compliance, corrective actions and outcomes of its monitoring activities.~~

~~9. OneCare shall integrate Subcontractors' performance data (when applicable) into OneCare's information system to accurately and completely report OneCare performance and confirm contract compliance.~~

~~Fulfillment, enforcement and audit of adherence to this policy is assigned to the business unit responsible for the Subcontractor's services. OneCare staff responsible for a Subcontractor relationship will ensure that they audit the Subcontractor relationship and take appropriate enforcement action, as dictated by the Services~~

~~Contract, in the event a Subcontractor does not meet its Performance Measures or otherwise does not comply with the terms of their Services Contract. Any enforcement efforts should be documented in the Subcontractor's file.~~

~~OneCare shall report to collective information on all Subcontractors' compliance, corrective actions and outcomes of OneCare's monitoring of subcontractors as required under contractual obligations.~~

VI. VI. — Enforcement

OneCare may impose sanctions for Subcontractor's failure to perform Delegated Activities in compliance with its obligations under the Subcontract, including requiring Subcontractor to implement a corrective action plan, revoking its delegation under the Subcontract, or imposition of any other sanction provided for under the Contract.

VI.VII. References

Payer Contracts

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

Management Approval:

Director, ACO Program Operations

Date

Chief Compliance & Privacy Officer

Date

Chief Operating Officer (COO)

Date

Board of Managers Approval:

Chair, OneCare Vermont Board of Managers

Date

Policy Number & Title:	07-06 Conflict of Interest
Responsible Department/s:	Compliance
Author:	Gregory Daniels
Date Implemented:	September 4, 2012
Date Reviewed/Revised:	January 1, 2020
Next Review Date:	January 1, 2022



I. Purpose

OneCare Vermont, (“OneCare”), a Limited Liability Corporation (“LLC”) 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.

The purpose of this Policy is to provide a comprehensive statement of OneCare’s policy for the avoidance, timely identification and resolution of conflicts of interests that may adversely affect business and interests of OneCare when contemplating entering into a transaction or arrangement that might benefit the private interest of an Interested Person. This Policy is intended to supplement, but not replace, any applicable federal or Vermont laws governing conflicts of interest applicable to OneCare.

II. Scope

Applicable to all OneCare Workforce, Officers, Senior Management Executives, members of the Board of Managers, Board Sub-Committees, and any other Committees or Subcontractors acting on behalf of or under OneCare authority.

III. Definitions

For purposes of this policy, the below terms have the following meanings:

Board: means the Board of Managers of OneCare.

COI Certification: ~~means the Conflict of Interest (COI) Questionnaire and Certification Form, with substantial updates reviewed and as approved and updated from time to time by the Board as necessary, rd of Managers.~~

Compensation: ~~includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.~~

Conflict of Interest: ~~means the is-circumstances in which the iInterests of an Interested Person an Interested Person may conflict with the interests of OneCare or may be perceived of as irreconcilably conflicting with the business interests of OneCare. A Conflict of Interest will preclude that person an Interested Person from participation in a decision when the OneCare Board of Managers or a Board Sub-Board Ccommittee so determines.~~

Financial Interest: means a situation where an Interested Person has, directly or indirectly, through business, investment, or Immediate Family:

- (1) an ownership or investment interest in any entity or individual with which OneCare has a transaction or arrangement; or
- (2) a compensation or payment arrangement with OneCare or with any entity or individual

Formatted: Indent: Left: 0"

- ~~_____ with which OneCare has a transaction or arrangement; or~~
~~(3) a present or potential ownership or investment interest in, or compensation~~
~~arrangement with, any entity or individual with which OneCare is negotiating a~~
~~transaction or arrangement; or~~
~~(4) A role as a trustee, director, workforce member or officer of any entity or individual~~
~~with which OneCare has a transaction or arrangement or is negotiating a transaction or~~
~~arrangement.~~

Immediate Family: ~~means an Interested Person's an Interested Person's spouse, cohabitating person, parents~~
~~or step-parents, s, children and their spouseses, as well as nd siblings brothers and sisters and their spouses, s.~~

Interested Person: means an officer, senior management executive, or member of a committee or Board or any other person, employee or position determined by the Board who has a direct or indirect financial interest in a transaction or arrangement being considered by OneCare.

Officer: means any officer, senior management executive, or member of a committee or Board or any other person, employee or position determined by the Board to exercise substantial influence over the business affairs of OneCare.

Substantial Financial Interest: means any direct or indirect ownership interest, remuneration and gifts or favors which are substantial in nature.

IV. Duty to Disclose

Interested Persons shall disclose Interests and any real or potential direct and indirect Conflicts of Interest that may affect their decision-making, as follows:

- a. Initial Disclosure: Each officer, senior management executive, Board, and member of a committee with powers delegated by the Board shall complete and submit a COI Certification prior to the commencement of their employment or term of office.
- b. Annual Disclosure: Each officer, senior management executive, Board, and member of a committee with powers delegated by the Board shall submit an updated COI Certification annually which shall be accompanied by a copy of this Policy for review and understanding with the agreement to comply with the Policy.
- c. Interim Disclosure: When any matter comes before the Board or a committee with Board delegated powers, which may give rise to a Conflict of Interest, the Interested Person must disclose the existence of the Interest and all material facts to the Board or committee considering the proposed transaction or arrangement.

V. Review of Disclosures and Management of Potential Conflict of Interests

A. Determining Whether a Conflict of Interests Exists

OneCare's Compliance Officer shall work with the Board to determine whether the disclosure of an Interested Person constitutes a Conflict of Interest. The Officer and Board shall review the facts concerning the potential Conflict and request that the Interested Person recuse themselves from meetings or discussions at which such Interested Persons interest is discussed.

In determining whether a Conflict of Interest exists, the Board will consider, among other relevant factors:

- (1) the status of OneCare's participation in the All-Payer Model and supporting the

- organizations; and
- (2) the Board's composition intentionally includes representation of the participants in ACO programs with payers.

Accordingly, arrangements or transactions that affect a class of entities that includes an entity in which an Interested Person has an Interest, but pertain to the class and not solely that entity, will in most cases not constitute a conflict of interest.

B. Addressing the Conflict of Interest

- (1) If a Conflict of Interest is determined, the Interested Person with the Conflict of Interest shall, at the request of the Chair:
 - a. leave the meeting for the discussion;
 - b. not participate in the deliberations of the body with respect to the matter;
 - c. and/or not vote.
- (2) Any arrangement or transaction in which an Interested Person has an Interest is permissible only if:
 - a. All material facts of the Interest and transaction or arrangement are disclosed or known to the Board or committee,
 - b. the Board in good faith, reasonably believes, based on available facts, that the transaction is fair to OneCare and approves the arrangement or transaction AND
 - 1. it is approved, after prior notice and full disclosure of all relevant facts by a majority of managers who are not Interested Persons (this cannot supplant Supermajority voting requirements which must still be met); or
 - 2. if required by the Operating Agreement or if the Board desires Member ratification, the Board provides written notice to the Members of its determination, and thereafter the Members, in good faith, reasonably determine based on available data, that the transaction is fair to OneCare and approve the arrangement or transaction.

VI. Documentation

Documentation of an arrangement or transaction involving an Interested Person shall include, in the minutes of the OneCare Board of Managers' meetings (or committee thereof):

- (1) the names of the persons who disclosed or otherwise were found to have an Interest,
- (2) the nature of the Interest,
- (3) any action taken to determine whether a Conflict of Interest existed,
- (4) the decision as to whether a Conflict of Interest in fact existed, (iv) the names of the persons who were present for discussions,
- (5) the content of the discussion, including any alternatives to the proposed transaction or arrangement, and
- (6) a record of any votes taken in connection with the transaction or arrangement giving rise to the potential Conflict of Interest in question.

~~VII. 5.~~ Violations

~~_____~~ If the Chair of the Board (or any other member of the Board of Managers if the Interested Person is the Chair) has reasonable cause to believe that an Interested Person has failed to disclose an Interest or otherwise violated this Policy, it shall inform the Interested Person of the basis for such belief in writing and afford the Interested Person an opportunity to explain the alleged violation.

~~_____~~ If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board determines that the Interested Person has in fact failed to disclose an Interest or otherwise violated this Policy, it shall direct that appropriate disciplinary and/or corrective action, which may include termination of employment (in the case of an Interested Person who is an employee of OneCare) and/or termination of appointment to the Board of Managers, be taken.

~~_____~~ In cases where such violation results in significant damage to the interests of OneCare, civil action may be initiated if appropriate.

Related Policies/Procedures: Compliance Policy, Code of Conduct: N/A

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

Management Approval:

~~_____~~
~~Chief Compliance Officer~~ ~~Director, ACO Program Operations~~
Date

~~_____~~
Chief Operating Officer Date

~~_____~~
~~Chief Executive Officer~~ ~~Chief Compliance Officer~~
Date

Board of Managers Approval:

~~_____~~
Chair, OneCare Board of Managers ~~Date(Required)~~
Date

Policy Number & Title:	07-07 Code of Conduct
Responsible:	Compliance
Author:	Gregory Daniels
Date Implemented:	January 1, 2017
Date Reviewed/Revised:	January 1, 2020
Next Review Date:	January 1, 2022

I. Purpose

OneCare Vermont, (“OneCare”), a Limited Liability Corporation (“LLC”) 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.

As part of its Compliance Program, OneCare Vermont (OneCare) adopts this Code of Conduct Policy to demonstrate its commitment to conducting its activities in accordance with all applicable clinical, ethical, business, legal, and regulatory standards. This Policy is intended to supplement, but not replace, any applicable federal or Vermont laws. OneCare expects that all those engaged in OneCare’s programs will cooperate with OneCare compliance activities, respond promptly and honestly to any inquiries or reviews, and take action to correct any improper activities.

II. Coordination with Network Member Member-Compliance ProgramsPolicies:

OneCare is comprised of its founding members and many Participants, each with their own culture and unique characteristics. In joining together, the Participants, preferred providers, collaborators, contractors, awardees, and other member organizations (collectively referred to as “the Network”) recognize the importance of acknowledging certain principles and standards central to the mission of OneCare. To this end, members of the Network are bound by the OneCare Compliance Program and this Policy, while also remaining bound by the Compliance Programs of their respective organizations.

III. Mission

OneCare, as a statewide Accountable Care Organization (“ACO”), will enhance the effectiveness of patient and family centered care for all Vermonters. We are dedicated to optimizing the delivery of care in order to improve outcomes and patient experience in support of a sustainable health care system under a predictable rate of growth.

IV. Values

- **Person Centered:** Seeking superior outcomes that are important to patients through a culture of measurement, quality improvement, and superior analytic capabilities health of our population
- **Holistic:** Recognizing and integrating all factors that impact health including bio-psychosocial and economic
- **Population Focused:** Maximizing the ability of children to learn and develop, supporting a healthy workforce, and meeting the complex needs of the frail elderly and disabled
- **Evidence-based:** Making accurate diagnoses efficiently and implementing evidence based treatments
- **Teamwork:** Foster a culture of collaboration and partnership to improve the delivery of care services
- **Courage:** Challenge existing thinking and vested interests of the system to create new paradigms of care
- **Respect:** the diversity of health care providers and patients in our communities
- **Lead:** Be a leader of national and statewide health care reforms

- **Excel:** Exceed customer expectations with openness and honesty
- **Commitment:** Listen, communicate, and seek opportunities for improvement

OneCare’s ACO activities reflect its values in the following areas:

1. Accurate Quality Reporting and Certifications

OneCare submits quality and data to payers and regulatory agencies. OneCare Workforce and Participants will collaborate in the collection and reporting of data in an accurate and secure manner. All persons involved in the submission of data will strictly adhere to applicable instructions and guidance in collecting and reporting data.

OneCare also makes certifications regarding its governance and operations to government agencies and contracted parties. OneCare will ensure that such certifications are complete and accurate to the best of their knowledge and ability. OneCare will keep accurate books and records to support its certifications and reports.

2. Transparency and Public Participation

OneCare recognizes that part of being accountable for the quality, cost and overall care of attributed beneficiaries includes being transparent about many aspects of its governance, network, clinical model, cost and quality measures, and other aspects required by applicable state and federal laws and regulations. OneCare complies with all applicable public reporting requirements, using its website and other means, including direct communications with public authorities.

OneCare’s Board of Managers includes consumer representation and provides the opportunity for public comment at its meetings. OneCare promotes attributed beneficiary input through its Patient & Family Advisory Committee, collection of beneficiary feedback by public website, email and phone, and participation in other ways such as public forums and meetings.

3. Beneficiary Choice and Non-Discrimination

OneCare does not limit a beneficiary’s choice of provider. A beneficiary attributed to OneCare retains the right to access providers as allowed under his or her payment program. Beneficiaries’ care is not limited to providers who are OneCare Participants.

OneCare does not discriminate against beneficiaries who are considered “high risk” or likely to incur high costs of care. OneCare and its participants do not deny or limit services based a beneficiary’s race, color, sex, sexual orientation, gender identity or expression, ancestry, place of birth, HIV status, national origin, religion, marital status, age, language, socioeconomic status, physical or mental disability, protected veteran status or obligation for service in the armed forces.

4. Providing Medically Necessary Care

OneCare seeks to keep attributed beneficiaries as healthy as possible by encouraging the right care, at the right time, in the right place. This should make care delivery more efficient and help lower the rate of growth in health care costs. OneCare and members of its Network shall not, however, deny or reduce medically necessary services provided to beneficiaries.

5. Communication and Marketing – No Beneficiary Inducements

OneCare abides by applicable federal, state, and contractual requirements when communicating with beneficiaries and the public about OneCare and its operations. OneCare Network members shall notify

beneficiaries of their participation in the ACO, as required. OneCare will ensure that marketing and other public communications are clear and not misleading, and not used for a discriminating purpose.

OneCare does not provide gifts or other remuneration to beneficiaries as an inducement to receive services related to OneCare or any particular OneCare Participant or to share data with OneCare. OneCare recognizes that its Participants may, however, provide in-kind items reasonably related to a beneficiary's care that are preventative or advance a clinical goals.

6. Privacy and Security of Patient Information

OneCare receives beneficiary information from its Participants and from payers under its ACO programs. OneCare uses this information as needed to perform care coordination, quality improvement, quality reporting, and population-health based activities. OneCare is obligated under federal and state laws, payer member data use and contractual agreements to limit the use and disclosure of beneficiary protected health information ("PHI) to activities within the ACO. OneCare takes these obligations very seriously and maintains the PHI of beneficiaries in a confidential and secure manner, in accordance with all applicable legal requirements. OneCare uses all reasonable efforts to limit access to and utilize and disclose only the minimum necessary PHI needed to accomplish the intended purpose of the access or disclosure. OneCare honors beneficiaries' rights to opt-out of data-sharing in accordance with the requirements of each payer program.

V. Duty to Report and Non-Retaliation

OneCare has a duty to investigate promptly any possible misconduct related to its activities, and is obligated to report any probable violations of law to the appropriate authority. To assure OneCare to meet these obligations, all OneCare Workforce and Network members have an affirmative duty to report any suspected violations of law or policy to the OneCare Chief Compliance Officer, see contact information below.

OneCare recognizes the importance of open communication and maintains a strict non-retaliation policy toward anyone who reports a concern in good faith. Any retaliatory action taken against anyone making a good faith report of improper activities, or participating in an investigation of improper activity, is strictly prohibited.

VI. Questions and Concerns

Additional information and policies included in OneCare's Compliance Program are available on the OneCare Secure Portal or upon request.

Questions regarding this Policy, and the OneCare Compliance Program in general, may be addressed to OneCare's Chief Compliance Officer, Gregory Daniels, at: Gregory.Daniels@OneCareVT.org

Reports may be made anonymously by phone to the OneCare Compliance Hotline at:

Local: 802-847-7220

Toll-free: 877-644-7176, Option 3

Email: OneCareVTHotline@OneCareVT.org

Related Policies/Procedures: Compliance Policy, Conflict of Interest Policy, Privacy and Security Policy

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

Management Approval:

Chief Compliance Officer Date

Chief Operating Officer Date

Chief Executive Officer Date

Board of Managers Approval:

Chair, OneCare Board of Managers Date

AMENDMENT TO PROMISSORY NOTE

THIS AMENDMENT TO PROMISSORY NOTE is made as of this __ day of December, 2019, by and between THE UNIVERSITY OF VERMONT HEALTH NETWORK INC. (“UVM Health Network” or the “Lender”) and ONECARE VERMONT ACCOUNTABLE CARE ORGANIZATION, LLC. (“OneCare” or “Borrower”) (Collectively, the “Parties”).

Background

The Parties entered into a Loan and Security Agreement and a related Promissory Note (the “Note”), both dated as of May 18, 2018, by which UVM Health Network loaned \$4,124,848.73 to OneCare so that OneCare could deposit those funds in an escrow account controlled by the Centers for Medicare and Medicaid Services (“CMS”) as a financial guaranty in connection with OneCare’s participation in the Next Generation ACO Model program with CMS. The Parties desire to extend the term of the Note to December 31, 2020.

Now, therefore, it is agreed as follows:

1. Note Amendment. The Maturity Date of the Note is hereby amended to December 31, 2020.
2. No Other Changes. In all other respects, the Note remains in full force and effect.

LENDER:

THE UNIVERSITY OF VERMONT HEALTH NETWORK INC.

By: _____
Its: _____

BORROWER:

ONECARE VERMONT ACCOUNTABLE CARE ORGANIZATION, LLC

By: _____
Its: _____

Conflicts of Interest

Avoiding Conflicts of Interest on a Board of Managers

January 21, 2020

Defining a Conflict of Interest

- **Conflict of Interest:** Refers to a circumstance in which the interests of an Interested Person may conflict – or appear to conflict - with the interests of OneCare. A Conflict of Interest will preclude an Interested Person from participation in a decision when the OneCare Board of Managers or relevant Board Committee so determines.
 - *People other than board members may also present a conflict of interest, including Immediate Family members and dual-capacity individuals (a person who is a OneCare employee who also serves on the board.)*

Defining a Conflict of Interest, *cont.*

- **Interested Person:** Refers to any Board Member, Officer, or member of any committee with powers delegated to it by OneCare's Board of Managers who has a Direct or Indirect Interest in a transaction or arrangement being considered by OneCare.
- **Immediate Family Member:** Refers to an Interested Person's:
 - Spouse or cohabitating person,
 - Child or children,
 - brothers or sisters and their spouses,
 - parent(s) or step-parents and their spouse(s)



Defining a Conflict of Interest, *cont'd*

Interest: Refers to a situation in which a person either directly, or indirectly through an Immediate Family member, has:

- a) An ownership or investment interest in any entity or individual with which OneCare has a transaction or arrangement
- b) A compensation or payment arrangement with OneCare or with any entity or individual with which OneCare has a transaction or arrangement
- c) A present or potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which OneCare is negotiating a transaction or arrangement
- d) A role as a trustee, director, board member, officer, or employee of any entity with which OneCare has a transaction or arrangement, or with which OneCare is negotiating a transaction or arrangement



The Duty of Loyalty – Fiduciary Obligation

- The duty of loyalty is a fiduciary obligation requiring an Interested Person to comport with the best interest of OneCare without regard to personal benefit when acting on its behalf.
- A conflict of interest may arise when an Interested Person has a financial or non-financial Interest that conflicts with the interest of OneCare. An uncompensated affiliation may be seen as a non-financial Interest.
- An Interested Person cannot place personal Interests or the interests of another organization they may be affiliated with above the interests of OneCare.

Determining Whether a Conflict Exists

In determining whether a Conflict of Interest exists, the Board will consider, among other relevant factors:

- (1) The status of OneCare's participation in the business plan the All Payer Model and supporting organizations; and
- (2) That the Board's composition intentionally includes representation of the participants in ACO programs with payers.
 - Arrangements or transactions that affect a class of entities that includes an entity in which an Interested Person has an Interest, but pertain to the class and not solely that entity, will in most cases not constitute a conflict of interest.
 - By way of example, a Board Member representing a hospital may vote on a payment arrangement for hospitals that includes, but is not limited, to the hospital represented by the Board Member.

Determining Whether a Conflict Exists, *cont.*:

- Conflicts of Interest are fact intensive.
- After the disclosure of the Interest and all material facts, and after any discussion with the Interested Person, the Chair may request that the Interested Person leave the meeting, while the determination of whether a Conflict of Interest exists is discussed and voted upon.
- The remaining Board or committee members shall decide if a Conflict of Interest exists.

Disclosure Requirements

Duty to Disclose: Interested Persons shall disclose Interests and any real or potential conflicts of interest that may affect their decision-making, as follows:

- a. Initial Disclosure:** Each Board Member, Officer, and member of a Committee with powers delegated by the Board prior to the commencement of their employment of term of office.
- b. Annual Disclosure:** Each Board Member, officer, senior management executive, and member of a committee with powers delegated by the Board shall submit an updated COI certification at least annually.

Disclosure Requirements, *cont.*

- **Interim Disclosure:** When any matter comes before the Board or a committee that may give rise to a conflict of interest, the Interested Person must disclose the existence of any Interest, including all material facts, to the OneCare Board or any Committee with Board-delegated powers considering the proposed transaction or arrangement at issue.

Obligations of the Interested Person

- The Interested Person must act in the best interest of OneCare.
- If their personal interest or affiliation with another organization does not prevent them from fairly evaluating the matter at issue, they may participate with the Board's approval.
- If their interest may cause them to take action or to try to influence other Board members to take action benefitting the Interested Person, their participation in the matter should be limited.
- Specifically, they should excuse themselves from discussion and/or vote concerning the matter.
- In certain circumstances, it may be appropriate for the Interested Person resign from either the OneCare Board or the other organization with which they are affiliated in order to resolve the conflict.

Obligations of Non-Interested Board Members

- Each Board member has an obligation to evaluate the opinions and recommendations made by an Interested Person in light of the interest they hold.
- If an Interested Person has an interest arising out of an affiliation with another organization, Board Members should consider that the Interested Person may be biased by that affiliation.
- An awareness of this possible bias, coupled with the ability of the non-interested Board Members to fairly evaluate the matter under consideration and to outvote the Interested Person is sufficient to insure that the best interests of OneCare are served.
- If the Board members believe that an Interested Person's Interest may result in the approval of a policy or the undertaking of activity that is not in the best interest of OneCare, the other Board Members should raise their concern and attempt to resolve this conflict.

Addressing the Conflict of Interest

- If a Conflict of Interest is identified, the Interested Person shall - at the request of the Chair - leave the meeting for discussion of the matter; not participate in the deliberations with respect to the matter; and/or not vote.
- Any arrangement or transaction in which an Interested Person has an Interest is permissible only if:
 1. All material facts of the Interest and transaction or arrangement are disclosed or known to the Board or Committee,
 2. The Board in good faith reasonably believes, based on available data, that the transaction is fair to OneCare,

Addressing the Conflict of Interest, *cont.*

3. The Board approves the arrangement or transaction by a majority vote of Board Members who are not Interested Persons after having received prior notice and full disclosure of all relevant facts (this cannot supplant Supermajority voting requirements which must still be met); and
4. All other relevant requirements of OneCare's Operating Agreement are met.

Documentation

Documentation of an arrangement or transaction involving an Interested Person shall be included in the minutes of the Board of Managers' meeting (or committee thereof) and include:

- i. The name of the Interested Person,
- ii. The nature of the Interest,
- iii. Any action taken to determine whether a Conflict of Interest existed,
- iv. Any determination regarding the existence of a Conflict of Interest,
- v. The names of the persons present for discussions,
- vi. The content of the discussion, including any alternatives to the proposed transaction or arrangement, and
- vii. A record of any votes taken in connection with the transaction or arrangement at issue

Violations

- If the Board Chair (or any other member of the Board of Managers if the Interested Person is the Chair) has reasonable cause to believe that an Interested Person has failed to disclose an Interest - or otherwise violated the Conflict of Interest Policy - they shall inform the Interested Person of the basis for such belief in writing and afford them an opportunity to explain the alleged violation.
- If the Board determines that the Interested Person failed to disclose an Interest, or otherwise violated the Conflict of Interest Policy, it shall direct that appropriate disciplinary and/or corrective action be taken, up to and including termination of employment with OneCare and/or termination of appointment to the Board of Managers.
- In cases where such violation results in significant damage to the interests of OneCare, civil action may be initiated if appropriate.

If you have questions, please contact:

Greg Daniels

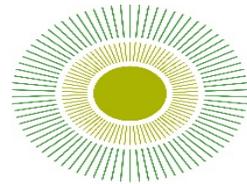
Chief Compliance Officer and Privacy, OneCare Vermont

Gregory.Daniels@onecarevt.org

M: 802-373-5397

D: 802-847-3164

2020 OneCare Vermont Clinical Focus Areas



OneCareVermont

OneCareVT.org

Rationale

- Improve quality of care
- Improve financial performance
- Meet Green Mountain Care Board regulatory requirements
- Create a Learning System approach to OneCare Vermont
- Maximize attribution and scale target progress
- Reduced cost of care beneficially impacts patient out of pocket expenses – deductibles, copays, coinsurance

Three Categories of Emphasis

- Improve performance on payer-mandated quality measures
- Inform and analyze clinical variation across the network (cost/utilization)
- Targeted network education, program building, and innovations

Improving Quality Measure Performance

- Rationale:
 - Select measures with most opportunity for improvement
 - Improves clinical care outcomes
 - Determines amount of value based incentive fund (VBIF) payments returned to network
 - Improved clinical outcomes also reduces total cost of care (TCOC)
- Data sources:
 - Workbench One “Community Care Application”
 - TIN-level EMR derived clinical values reporting (NEW)
 - Reported by payer

2019 Quality Measures

Measure	Medicare	Medicaid	BCBS QHP	UVMMC SF	Data Source
30 Day Follow-Up after Discharge from the ED for Alcohol and Other Drug Dependence	X	X	X	X	Claims
30 Day Follow-Up after Discharge from the ED for Mental Health	X	X	X	X	Claims
Adolescent Well-Care Visit 		X	X	X	Claims
All-Cause Unplanned Admissions for Patients with Multiple Chronic Conditions 	X	X			Claims
Developmental Screening in the First Three Years of Life		X	X	X	Claims
Initiation of Alcohol and Other Drug Dependence Treatment 	X	X			Claims
Engagement of Alcohol and Other Drug Dependence Treatment 	X	X			Claims
Initiation & Engagement of Alcohol and Other Drug Dependence Treatment (Composite)			X	X	Claims
ACO All-Cause Readmissions (using most recent HEDIS Methodology) 	X		X	X	Claims
Follow-Up After Hospitalization for Mental Illness (7-Day Rate)		X	X	X	Claims
Influenza Immunization	X				Clinical
Colorectal Cancer Screening	X				Clinical
Tobacco Use Assessment and Cessation Intervention	X	X			Clinical
Screening for Clinical Depression and Follow-Up Plan 	X	X	X	X	Clinical
Diabetes HbA1c Poor Control (>9.0%) 	X	X	X		Clinical
Hypertension: Controlling High Blood Pressure 	X	X	X	X	Clinical
CAHPS Patient Experience Survey	X	X	X		Survey

“Greatest Opportunity” 2020 Quality Measures

Measure	2018 %tile (%) (Medicare, Medicaid, Commercial)	2020 %tile Target (%)
Controlling Blood Pressure	60/50/50	90 (90) /90 (71)/90 (77)
Diabetes Poor Control	x/50/90 (23)	90 (x) /90 (33) /90 (23)
All Cause Readmissions	x/x/25	x/x/TBD
All Cause Unplanned Readmissions (multiple chronic conditions)	30/x/x	TBD/TBD/x
Initiation and Engagement Alcohol/Other Drug Treatment Composite measure	x/25 (39)/x x/50 (16)/- -/-/50 (24)	TBD/90(50)/x TBD/90(21)/x -/-/90(31)
Adolescent Well Child Visits	x/50 (56)/75 (63)	x/90 (67)/90 (65)
Depression Screening/Follow-up	50 (58)/x/x	90 (90)/TBD/TBD
All Cause CHF Admissions	30 (83 O/E)/x/x	90 (52 O/E)/x/x

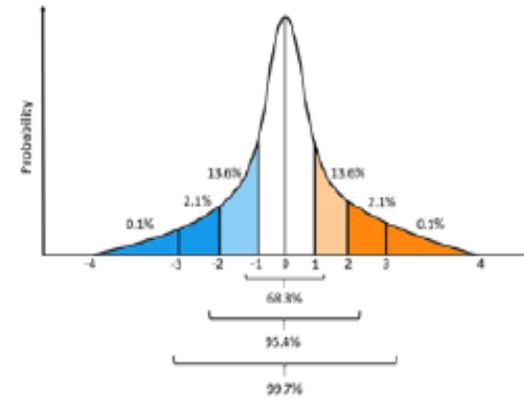
Network Clinical Variation Analysis

- Rationale:
 - Guide selection of quality improvement initiatives by each HSA
 - Succeed at meeting total cost of care targets
 - Contribute to excellent performance on CMS Hospital Readmission Reduction Program (fee penalties still apply to non-attributed patients)
 - Optimize care coordination initiatives
 - Preserve attribution by documenting patient contacts (ex. Medicare Annual Wellness Visit)
- Data Sources:
 - Existing Performance Dashboard metrics
 - *New* claims-derived dashboard metrics
 - HSA Utilization application
 - New England QIN-QIO Safe Transitions Report
 - Nursing Home Compare (publically available)

Medicaid

2019 Cohort

Reporting Period: Jan 2019 - Jun 2019, run out through Sept 2019



	OneCare	HSA A	HSA B	HSA C	HSA D	HSA E	HSA F	HSA G	HSA H	HSA I	HSA J	HSA K	HSA L	HSA M
Cost Per-Member, Per-Month (PMPM)														
Inpatient Medical	\$14.19	\$10.13	\$13.78	\$14.01	\$17.43	\$14.99	\$12.80	\$21.16	\$10.22	\$12.17	\$10.38	\$15.61	\$5.86	\$20.34
Inpatient Surgery	\$22.55	\$29.13	\$19.93	\$29.20	\$26.63	\$23.07	\$14.73	\$15.80	\$22.12	\$17.80	\$27.02	\$32.09	\$24.23	\$27.71
Maternity	\$6.32	\$4.16	\$7.42	\$5.94	\$6.46	\$8.22	\$10.19	\$4.14	\$4.29	\$6.86	\$5.96	\$3.28	\$1.78	\$6.01
Outpatient Surgery	\$13.46	\$8.09	\$10.75	\$16.40	\$15.35	\$13.90	\$17.92	\$12.17	\$13.54	\$16.05	\$13.77	\$15.57	\$16.27	\$14.17
Emergency Department	\$13.93	\$11.20	\$12.85	\$14.18	\$10.71	\$12.80	\$17.59	\$12.69	\$18.79	\$17.18	\$14.58	\$16.58	\$10.06	\$12.02
Advanced Imaging	\$5.32	\$4.61	\$4.54	\$6.24	\$6.11	\$4.48	\$6.20	\$4.19	\$6.73	\$6.20	\$4.96	\$7.00	\$6.83	\$4.36
Pathology/Lab	\$8.41	\$5.85	\$7.17	\$8.41	\$8.91	\$8.65	\$8.54	\$6.96	\$10.43	\$13.66	\$8.38	\$7.47	\$8.46	\$6.68
Medical Pharmacy	\$12.63	\$4.65	\$11.57	\$13.72	\$12.38	\$13.60	\$14.20	\$8.97	\$8.22	\$17.36	\$17.38	\$17.07	\$11.10	\$10.61
DME and Supplies	\$9.37	\$6.06	\$8.10	\$8.47	\$8.64	\$10.32	\$12.39	\$8.86	\$9.81	\$11.63	\$7.78	\$8.97	\$11.16	\$15.13
Preventive ³	\$8.59	\$10.33	\$10.44	\$6.12	\$10.65	\$6.20	\$3.20	\$8.96	\$4.64	\$10.15	\$11.95	\$4.33	\$9.55	\$10.73
T1015 - Clinic Service ⁴	\$20.41	\$1.62	\$14.76	\$40.52	\$1.89	\$47.38	\$38.76	\$2.84	\$52.91	\$11.91	\$2.53	\$38.62	\$2.55	\$5.43

Footnotes:
¹ Confidential claims are provided to OneCare de-identified.

² "All other claims combined" represents several categories that individually account for a small percentage of the overall total cost. As a result the standard deviation was not calculated and outliers are not identified.

³ Preventive includes services such as colorectal cancer screenings, mammography and well care visits

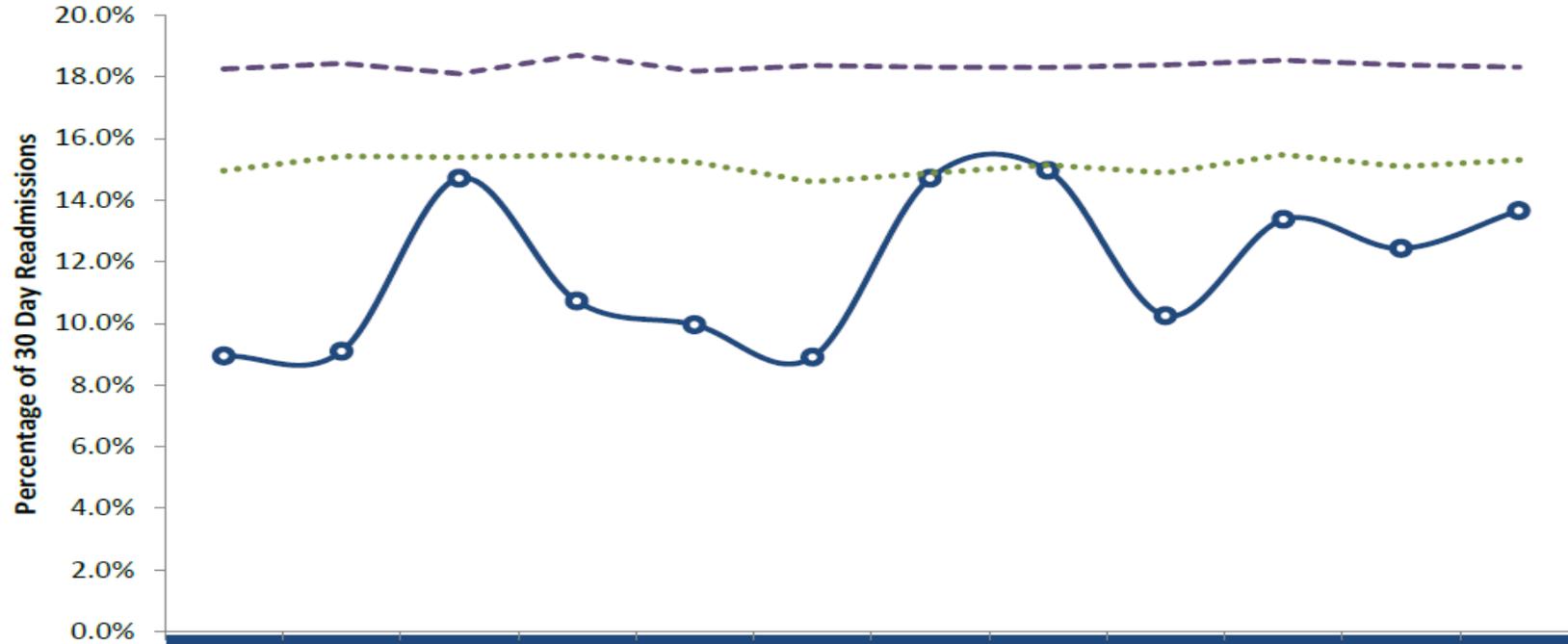
⁴ T1015 - Clinical Service is a code typically billed by FQHCs that includes preventive care and general office visits.

Utilization (>20% higher than network) –Sample Report

HSA	IP	ED	OBS	PCP	Specialist	Imaging	Out Surg	DME	HH	Hospice	Ambulance	Lab	PT
A	X		X				X	X	X	X			
B											X		X
C									X				X

All Cause 30 Day Hospital Readmissions

All Cause 30 Day Hospital Readmissions are defined as any readmission to any hospital for any reason within 30 days of a previous inpatient admission.



	Q2-16	Q3-16	Q4-16	Q1-17	Q2-17	Q3-17	Q4-17	Q1-18	Q2-18	Q3-18	Q4-18	Q1-19
—●— Your Hospital	8.9%	9.1%	14.7%	10.7%	10.0%	8.9%	14.7%	15.0%	10.2%	13.4%	12.4%	13.7%
..... State	15.0%	15.4%	15.4%	15.5%	15.2%	14.6%	14.9%	15.1%	14.9%	15.5%	15.1%	15.3%
- - - - - New England	18.2%	18.4%	18.1%	18.7%	18.2%	18.4%	18.3%	18.3%	18.4%	18.5%	18.4%	18.3%
Readmissions	16	17	25	21	20	17	35	35	25	27	22	28
Live Discharges	179	187	170	196	201	191	238	234	244	202	177	205

Number of Days Until Readmission

The following chart displays the distribution of readmissions over a 30 day time period and how many days elapsed until a patient was readmitted.

Time Period: Apr-18 - Mar-19

Total Readmissions: 102

% Of Readmissions within 7 days: 28.4%

% Of Readmissions within 14 days: 54.9%

Nursing Home
Compare Home

About Nursing
Home Compare

About the data

Resources

Help

	BIRCHWOOD TERRACE REHAB & HEALTHCARE	VERMONT AVERAGE	NATIONAL AVERAGE
Short-stay quality of resident care ⓘ <div style="text-align: center;">  Above Average </div>			
Measures used to calculate the star rating - Short-stay residents			
Percentage of short-stay residents who were re-hospitalized after a nursing home admission. <i>Lower percentages are better.</i>	20.6%	17.0%	22.2%
Percentage of short-stay residents who have had an outpatient emergency department visit. <i>Lower percentages are better.</i>	13.2%	12.1%	10.6%
Percentage of short-stay residents who got antipsychotic medication for the first time. ⓘ <i>Lower percentages are better.</i>	2.4%	1.0%	1.8%
Percentage of SNF residents with pressure ulcers that are new or worsened. <i>Lower percentages are better.</i>	0.8%	2.0%	1.6%
Percentage of short-stay residents who improved in their ability to move around on their own. ⓘ <i>Higher percentages are better.</i>	71.4%	76.1%	67.4%

High Cost Service Categories (% of total cost)

- Medicare
 - Post-Acute Care - 12%
 - End of Life – 12%
 - Medical Surgical Hospitalization – 27%
- Medicaid
 - Emergency Department – 6%
 - Medical Surgical Hospitalization – 16%
- Commercial
 - Medical Pharmacy (part B physician administered) – 13%

Network Clinical Variation Analysis - 1

Major Category	Subcategory	Metric Definition
Post-Acute Care	SNF	Length of Stay/Readmissions
	Home Health	Readmissions
	Hospital Readmissions	Total Readmissions
	Transitions of Care	Medical DRG 99495,99496 usage
	Total Joint Post Acute Care 469/470	Total 90 day post-acute care
End of Life		% hospice use/hospice days
Chronic Disease Management	Hypertension	% in control 18-85
	Asthma	% office visits past 12 months
	COPD	ED rates
	Diabetes	% A1C past 12 months
	Chronic Kidney Disease	% GFR past 12 months



Network Clinical Variation Analysis - 2

Major Category	Subcategory	Metric Definition
ED Utilization	High Utilizer Care Plans	Care navigator care plans documented
Medical Pharmacy	Infused medication	Biosimilar/reference drug ratio
Complex Care Coordination	High/Very High cohorts	% engagement Utilization reduction (admissions,ED)
Wellness	Medicare Annual Wellness	% attributed with visit past 12 months
	Pediatric Care	Coordination with Vermont Child Health Improvement Program and Vermont Department of Health

Targeted Clinical Education, Program Building, and Innovations

- Rationale:
 - Develop essential population health skills
 - Network “Learning System”
- Data Sources:
 - Social Determinant (Influencers) of Health risk scores
 - Network HSA report outs

Targeted Clinical Education, Program Building, and Innovations

Projects		
Social Determinants Risk Score	Patient Engagement Uses	Financial modeling
30 day readmission root cause analysis	Sample of 30 day readmissions	Avoidable/Not avoidable rates
Chronic Disease Management “Pearls and Pitfalls”	Compendium of important treatment considerations/best practices solicited from network clinicians	Hypertension, COPD, Diabetes, CKD, CHF, CAD, Asthma
Palliative Services	Center for Advancement of Palliative Care (CAPC) Collaborative	Palliative care education
Suicide Risk Evaluation and Treatment Education	Columbia Suicide Severity Rating Scale (C-SSRS) Counseling on Access to Lethal Means (CALM)	Collaborative Assessment and Management of Suicidality (CAMS)
Alcohol/Other Drug Care	Improved coordination between PCMH and designated agencies	
Medicare Waiver Use	3-day SNF Post-Discharge Home Visit	Telemedicine to home

Limitations

- Obtaining data from multiple electronic medical records
- Patient matching limitations with state health information exchange
- No national benchmarks for some state designed quality measures
- Risk adjustment of small populations (ex. Practice level)

2020 Clinical Program “Firsts”

- Request TINs to produce “all payer” EMR (clinical element) data reports (ex. Blood pressure control rates)
- Request feedback on results of HSA network initiatives to OneCare Vermont
 - 30 day readmission root cause analysis findings
 - High ED utilizer care plan initiative
- Examine differential financial rewards/penalties for quality metric performance
- OCV commitment to quarterly HSA-specific data report out meetings
- Green Mountain Care Board request for transparent reporting
- Improved master patient index matching performance – VITL
- Reinforce importance of Advanced Alternative Payment Model (aAPM) participation with CMS
 - MIPS waiver
 - 5% Medicare bonus payments

Next Steps

- Review by Population Health Strategy Committee 2/3/2020
- Review by Pediatric Subcommittee 1/23/2020
- Review by Clinical and Quality Advisory Committee 2/20/2020
- Review by selected network clinicians – CPR practices, academic centers
- Review by VAHHS CMO group
- Refinement of selected measures and targeted performance
- Review OneCare Board of Managers 2/18/2020

Questions?