



**OneCare Vermont Accountable Care Organization, LLC
Board of Managers Meeting
July 20, 2021**

Minutes

A meeting of the Board of Managers of OneCare Vermont Accountable Care Organization, LLC (“OneCare”) was held remotely via video and phone conference on July 20, 2021.

I. Call to Order and Board Announcements

Joe Perras, MD, chaired the meeting in Chair Brumsted’s absence. He called the meeting to order at 4:31 p.m.

II. Welcome Board Managers, Invited Guests, and Members of the Public

Dr. Perras welcomed Stuart May, incoming Manager representing FQHCs. Mr. May introduced himself and described his background in value-based care. Dr. Perras welcomed members of the public in attendance.

III. Consent Agenda Items

As part of the distributed pre-meeting materials, the Board received Consent Agenda Items including: (1) Draft of OneCare Public Session Minutes June 15, 2021; (2) Board Committee Reports July 2021; (3) Financial Statement Package May 2021; (4) Public Affairs Report July 2021; (5) Summary of Policy Changes; (6) 05-05 Contractual Signature Authority; and (7) 09-01 Quality Improvement and Management. An opportunity for discussion of any of these items was offered.

A Motion to Approve the Consent Agenda Items was made by S. Gordon, seconded by S. Leblanc and approved by a majority vote of the Managers present. C. Fort and S. Lowell joined the meeting at 4:35 p.m. and was not present for the vote. B. Davis joined the meeting at 4:36 p.m. and was not present for the vote.

IV. Audit of 2020 Financial Statements

Dan Bennett, Board Manager and Chair of the Audit Committee, described the results of the audit of 2020 OneCare financial statements conducted by PricewaterhouseCoopers (PwC). PwC presented an unmodified, positive opinion for the audit to the Audit Committee and the Committee approved the audit of 2020 financial statements. Tom Borys, VP of Finance, described the benefits of working with the same audit firm over time and the positive outcome of the 2020 audit. Management continues to respond to recommendations from PwC. The Board complemented Management for its work and discussed how auditing firms can best understand value-based care and whether working with the same auditor and team consistently can increase understanding.

V. Governance

Dr. Perras introduced a Resolution to approve a Board Manager representing commercially insured consumers. Sara Barry, Chief Operating Officer, described that a BCBS Consumer Manager is required to meet the requirements of Rule 5. Management proposed a one-year term for the Manager in order to effectively stagger terms. An opportunity for discussion was offered. The Board discussed the scope of a commercial Consumer Manager's role and noted that the role is broader than the particular commercial insurer whose coverage a manager may have. The Board discussed the impact of potential annual commercial Consumer Manager's insurance changes and recognized this may create challenges with continuity of representation. Management will continue conversations with the GMCB and Health Care Advocate about possible amendments to Rule 5 to allow payer-agnostic representation by commercial Consumer Managers.

A Motion to Approve the Resolution Appointing Consumer Representative to the Board of Managers was made by J. Sayles, seconded by T. Dee and approved by a supermajority vote.

VI. Public Comment

There were no comments from the public.

VII. Move to Executive Session

A Motion to move to Approve the Resolution to Move to Executive Session was made by C. Fort, seconded by Dr. J. Perras and was approved by a unanimous vote.

VIII. Votes

1. Executive Session Consent Agenda Items – Approved by Majority – S. Gordon was not present and did not participate in the vote.

IX. Adjournment

Upon a Motion made by J. Sayles, seconded by Dr. J. Perras and approved by a unanimous vote, the meeting adjourned at 5:29 p.m.

Attendance:

OneCare Board Members

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> Dan Bennett | <input type="checkbox"/> Coleen Kohaut | <input checked="" type="checkbox"/> Toby Sadkin, MD |
| <input checked="" type="checkbox"/> Bob Bick | <input checked="" type="checkbox"/> Sally Kraft, MD | <input type="checkbox"/> John Saroyan, MD |
| <input type="checkbox"/> John Brumsted, MD | <input checked="" type="checkbox"/> Steve LeBlanc | <input checked="" type="checkbox"/> John Sayles |
| <input checked="" type="checkbox"/> Michael Costa | <input checked="" type="checkbox"/> Sierra Lowell | <input checked="" type="checkbox"/> Adriane Trout, MD |
| <input checked="" type="checkbox"/> Betsy Davis | <input checked="" type="checkbox"/> Stuart May | <input type="checkbox"/> Rick Vincent |
| <input checked="" type="checkbox"/> Tom Dee | <input checked="" type="checkbox"/> Joseph Perras, MD | |
| <input checked="" type="checkbox"/> Claudio Fort | <input checked="" type="checkbox"/> Robert Pierattini, MD | |
| <input checked="" type="checkbox"/> Steve Gordon | | |

S. Lowell joined the meeting at 4:35 p.m.
C. Fort joined the meeting at 4:35 p.m.
B. Davis joined the meeting at 4:36 p.m.
S. Gordon exited the meeting at 5:15 p.m.

OneCare Risk Strategy Committee

- | | | |
|---|--|---------------------------------------|
| <input checked="" type="checkbox"/> Dean French, MD | <input checked="" type="checkbox"/> Brian Nall | <input type="checkbox"/> Shawn Tester |
| <input type="checkbox"/> Steve Leffler, MD | | |

OneCare Leadership and Staff

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|--|--|---|
| <input checked="" type="checkbox"/> Vicki Loner | <input checked="" type="checkbox"/> Tom Borys | <input checked="" type="checkbox"/> Linda Cohen, Esq. |
| <input checked="" type="checkbox"/> Sara Barry | <input checked="" type="checkbox"/> Amy Bodette | <input type="checkbox"/> Lucie Garand |
| <input checked="" type="checkbox"/> Greg Daniels, Esq. | <input checked="" type="checkbox"/> Derek Raynes | <input checked="" type="checkbox"/> Ginger Irish |

Invited Guests

- | | |
|---|--|
| <input checked="" type="checkbox"/> Eric Miller, Esq. | <input checked="" type="checkbox"/> Jeff McMahan, Esq. |
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