



**OneCare Vermont Accountable Care Organization, LLC
Board of Managers Meeting
October 19, 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 October 19, 2021.

I. Call to Order and Board Announcements

Chair John Brumsted, MD called the meeting to order at 4:32 p.m.

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

Chair Brumsted 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 September 21, 2021; (2) Board Committee Reports October 2021; (3) Financial Statement Package August 2021; and (4) Public Affairs Report October 2021. An opportunity for discussion of any of these items was offered.

A Motion to Approve the Consent Agenda Items was made by M. Costa, seconded by T. Dee and approved by a majority vote of the Managers present. C. Kohaut, Dr. A. Trout, and J. Sayles were not present for the vote.

IV. CEO Strategy Discussion

Vicki Loner, Chief Executive Officer, described OneCare’s ongoing diversity, equity, and inclusion (DEI) governance activities with consultant Stephen Graves. During September, Stephen facilitated two focus groups with Black, Indigenous and People of Color (BIPOC) and Mr. Graves will conduct a focus group of people with disabilities and their caregivers in November. BIPOC focus group participants shared that the health care system lacks equity for people of color and asked for OneCare to be accountable for DEI efforts in governance.

Management will share the results of the second focus group and propose next steps with the Board before the end of 2021. The Board discussed diversity efforts and that UVMHN will consider DEI when appointing Board Managers and when nominating a Board Manager to represent the academic medical center in Vermont serving Vermonters.

V. Governance

Chair Brumsted introduced the resolution to appoint Managers to the OneCare Board. Dr. Brumsted described the candidates' qualifications and offered an opportunity for discussion.

A Motion to move to Approve the Resolution Appointing Representatives to the Board of Managers was made by Dr. J. Saroyan, seconded by T. Dee and was approved by a unanimous, supermajority vote. B. Davis and S. Lowell recused themselves from the vote. J. Sayles and Dr. A. Trout were not present from the vote. Steve LeBlanc attended as a member of the public before the vote and then as a Board member after the Resolution appointing him was passed.

VI. Budget Submission Communications

Amy Bodette, Director Public Affairs, shared that OneCare submitted its 2022 budget to the GMCB on October 1st and materials are available on their website. Ms. Bodette reviewed highlights of a 1-page summary of key facts in the budget for Board Managers, including the tenfold increase in participation in the network since 2017 and continued investments in population health management. Ms. Bodette invited Managers to consider information in this summary when submitting letters of support and stories from their communities with the GMCB through public comment submissions. The public comment period for OneCare's budget submission is open. An opportunity for discussion was offered.

VII. Annual Compliance Training

Gregory Daniels, Chief Compliance and Privacy Officer, presented annual compliance training to the members of OneCare's Board. This presentation included a PPT deck and additional explanatory comments and responses to clarifying questions of Board Members. Ms. Loner provided additional background regarding OneCare's Compliance Program by reminding the Members of a program review conducted by the law firm Nixon Peabody in late 2019, whose findings and recommendations were presented to the Board in early 2020. The Compliance Training PPT deck has been included in the Board's public session materials.

In conjunction with the Compliance Training, Mr. Daniels described the current state of OneCare's efforts in conducting regular screening of providers and organizations against the OIG and SAM Exclusions List using identifiers such as NPIs, DUNS numbers, and CAGE Codes, referred to collectively as debarment screening, and shared plans to expand this process in the coming year to include confirmation that Network Members are also conducting regular debarment screenings for their employees.

VIII. Public Comment

There were no comments from the public.

IX. Move to Executive Session

A Motion to move to Approve the Resolution to Move to Executive Session was made by Dr. J. Saroyan, seconded by M. Costa and was approved by a unanimous vote.

X. Votes

1. Executive Session Consent Agenda Items – Approved by Majority.

XI. Adjournment

Upon a Motion made, seconded, and approved by a unanimous vote, the meeting adjourned at 5:35 p.m.

Attendance:

OneCare Board Members

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| <input type="checkbox"/> Dan Bennett | <input type="checkbox"/> Steve Gordon | <input checked="" type="checkbox"/> Toby Sadkin, MD |
| <input checked="" type="checkbox"/> Bob Bick | <input checked="" type="checkbox"/> Coleen Kohaut | <input checked="" type="checkbox"/> John Saroyan, MD |
| <input checked="" 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 checked="" type="checkbox"/> Cynthia Turner |
| <input checked="" type="checkbox"/> Tom Dee | <input checked="" type="checkbox"/> Robert Pierattini, MD | <input checked="" type="checkbox"/> Rick Vincent |
| <input type="checkbox"/> Claudio Fort | | |

C. Kohaut joined the meeting at 4:40 p.m.

J. Sayles joined the meeting at 4:50 p.m.

Dr. A. Trout joined the meeting at 5:00 p.m.

OneCare Risk Strategy Committee

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

B. Nall joined the meeting at 4:45 p.m.

OneCare Leadership and Staff

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

Dr. C. Wulfman joined the meeting at 5:00 p.m.

Invited Guests

None.

DRAFT FOR APPROVAL