



OneCare Vermont Accountable Care Organization, LLC
Board of Managers Meeting
December 21, 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 December 21, 2021.

I. Call to Order and Board Announcements

Board Chair John Brumsted, MD called the meeting to order at 4:31 p.m.

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

Chair Brumsted welcomed members of the public in attendance and asked them to introduce themselves. Chair Brumsted welcomed new board members who introduced themselves: Jen Gilwee, MD, Division Chief of General Internal Medicine Chief at UVMMC, and Tom Huebner, former CEO of Rutland Regional Medical Center.

III. Consent Agenda Items

As part of the distributed pre-meeting materials, the Board received Consent Agenda Items including: (1) Draft OneCare Public Session Minutes November 16, 2021; (2) Board Committee Reports December 2021; (3) Financial Statement Package October 2021; (4) Public Affairs Report December 2021; (5) OneCare Vermont Financial Management Resolution; (5) OneCare Vermont Incumbent Position Banking Resolution; (6) Summary of Policy Changes; (7) 01-02 Conflict of Interest; (8) Conflict of Interest (COI) Disclosure and Certification Form.

A Motion to Approve the Consent Agenda Items was made by J. Sayles seconded by S. LeBlanc, and approved by supermajority. S. Gordon and S. Lowell were not present for the vote.

IV. Governance

Vicki Loner, Chief Executive Officer, explained that Eilidh Pederson accepted a new position out of state and would no longer join the Board in the At Large seat on January 1, 2022. Steve Gordon agreed to resume his term in the At Large seat if approved.

A Motion to Approve the Resolution Appointing Representative to the Board of Managers and to the Executive Committee was made by T. Dee, seconded by S. May, and approved by supermajority. S. Gordon and S. Lowell were not present for the vote.

V. Diversity, Equity, and Inclusion (DEI) Focus Groups and Next Steps

Ms. Loner explained that equity is one of OneCare's core values and described work with DEI Consultant Stephen Graves to gather information and propose ways to improve representation and equity in OneCare governance. OneCare and Mr. Graves held three focus groups and Ms. Loner described focus group findings. People who are Black Indigenous, and People of Color shared experiences of challenges in the health care system including racism and lack of access to care. People living with disabilities shared about their experiences being patronized by providers, attitudes toward people with disabilities. Ms. Loner described feedback from focus groups regarding what they would need to participate in the board and committees, including accessible meetings, accountability, and compensation. Ginger Irish, OneCare Communications Strategist, outlined OneCare's 2022 plan for DEI in governance, for the ACO network, and within OneCare. Key planned activities in governance are practicing inclusion and offering DEI training. Additional details are available in the public session meetings materials. An opportunity for discussion was offered.

VI. Clinical Committee Structure Discussion

Dr. Carrie Wulfman, OneCare Chief Medical Officer, discussed a proposed new clinical committee structure to align them with OneCare's core capabilities as defined in its 2021-2023 Strategic Plan and with McKinsey consulting data regarding high performing ACOs. The new model includes three subcommittees: Quality & Care Models Subcommittee; Data & Analytics Subcommittee; and Payment & Program Transformation Subcommittee. In this model, workgroups focusing on specific areas and initiatives would report to the subcommittees and committees would be co-chaired by a Board Manager and a senior OneCare staff member. This structure has been endorsed by the Population Health Strategy Committee. Dr. T. Sadkin supported the proposal and explained that aligning the committees and linking to OneCare management will give committee members important background information. The Board discussed how the new structure would support a population health focus, options regarding the permanency and timing of workgroups, and noted that regional meetings to review the new committee structure would be beneficial.

VII. Public Comment

Laura Siegel, State Director of Deaf, Hard of Hearing, Deafblind (DHHDB) Services at the Department of Disabilities, Aging, and Independent Living, shared that she and her team are working closely with the Vermont Department of Health to over COVID vaccine clinics for vaccine for people who are DHHDB. Ms. Siegel is also collaborating with

Vermont RETAIN to educate medical providers around DHHDB return to work and strategizing with Vermont Medical Society and Vermont Association of Hospitals and Health Systems to present best practices for working with DHHDB patients and employees. Ms. Siegel is in the process of developing a template for health care policy to support hospitals in providing consistent services for people who are DHHDB. Chair Brumsted thanked Ms. Siegel for her comments and offered to connect her to Dr. Jackie Hunter, Chief DEI Officer at UVM Health Network.

VIII. Move to Executive Session

A Motion to Approve the Resolution to Move to Executive Session was made by T. Dee, seconded by C. Fort and was approved by a unanimous vote.

IX. Votes

1. Approve Executive Session Consent Agenda Items – Approved by Supermajority.
2. Approve Conditional Resolution to Enter Performance Year 2022 Payer Contracts Approved by Supermajority.

X. Adjournment

Upon a Motion made, seconded, and approved by a unanimous vote, the meeting adjourned at 6:27 p.m.

Attendance:

OneCare Board Managers

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

- M. Costa joined the meeting at 4:32 p.m.
- S. Lowell joined the meeting at 4:35 p.m.
- S. Gordon joined the meeting at 4:35 p.m.

OneCare Risk Strategy Committee

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

OneCare Leadership and Staff

- Vicki Loner
- Sara Barry
- Greg Daniels, Esq.
- Carrie Wulfman, MD

- Tom Borys
- Amy Bodette
- Derek Raynes
- Josiah Mueller

- Linda Cohen, Esq.
- Lucie Garand
- Ginger Irish
- Martita Giard

Invited Guests

None.

DRAFT FOR APPROVAL