



**OneCare Vermont Accountable Care Organization, LLC
Board of Managers Meeting
April 14, 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 April 14, 2021.

I. Call to Order and Board Announcements

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

D. J. Saroyan joined the meeting at 5:00 p.m. and Dr. S. Kraft joined the meeting at 6:00 p.m.

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

Chair Brumsted welcomed new Board Manager Rick Vincent, Executive Vice President and Chief Financial Officer at UVM Health Network representing the UVMHC Founders Seat and new Risk Strategy Committee member Dr. Dean French, CEO of Northwestern Medical Center.

III. Consent Agenda Items

The Board received Consent Agenda Items including: (1) Draft of OneCare Public Session Minutes March 16, 2021; (2) Board Committee Reports April 2021; (3) Financial Statement Package February 2021; (4) CMO Corner April 2021; (5) Public Affairs Report April 2021; (6) Summary of Policy Changes April 2021; and (7) 05-03 Network Development & Composition Policy. An opportunity for discussion was offered.

A Motion to Approve the Consent Agenda Items was made by M. Costa, seconded by S. LeBlanc and approved by a supermajority vote. Dr. J Saroyan and Dr. S. Kraft were not present for and did not participate in the vote.

IV. Governance

Chair Brumsted introduced a Resolution to approve Rick Vincent to serve as Chair of the Finance Committee, as a member of the Audit Committee, and as a member of the Executive Committee. Chair Brumsted described Mr. Vincent's qualifications and noted that he was recommended by the Executive Committee, which serves as the nominating committee, and by the Finance Committee. An opportunity for discussion was offered.

A Motion to Approve the Resolution Adopting Representative to Committees was made by T. Dee, seconded by D. Bennett and approved by a unanimous vote. Dr. J. Saroyan and Dr. S. Kraft were not present for and did not participate in the vote.

V. Diversity, Equity, and Inclusion (DEI) Discussion

Vicki Loner, Chief Executive Officer, introduced the ongoing diversity, equity, and inclusion work to include groups currently underrepresented in OneCare governance. Ms. Loner described that Management is working with consultant Stephen Graves of All In Consulting to hold paid focus groups with communities about their interest in participating in governance. Management will be contacting advocacy groups for Black, Indigenous and People of Color (BIPOC) racial justice; for LGBTQ communities; and for people with physical and mental disabilities. Ms. Loner introduced Ginger Irish, Communications Strategist.

Ms. Irish asked the Board for their input regarding which advocacy organizations to contact to participate in paid focus groups, future DEI topics for board discussion, and DEI committee formation. The Board recommended outreach to mental health advocacy groups for focus groups and including health equity topics specific to the ACO or to the geographic region at future Board meetings. The Board recommended exploring ways to create a diverse work force at OneCare and discussed purposeful inclusion of racial justice and anti-racism in committee work. Several Board members expressed interest in joining the committee.

VI. Reducing Health Care Spending and Improving Health Outcomes Video

Amy Bodette, Director of Public Affairs, presented a short video explaining how OneCare reduces health care spending and improves health outcomes in Vermont. The Board praised the video's clarity in explaining the ACO and OneCare's work, recommended sharing the video with Patient and Family Advisory Committee, inquired about distribution of the video, and recommended consistency in the language used to describe the ACO's work.

VII. Public Comment

There were no members of the public in attendance.

VIII. Move to Executive Session

A Motion to move to Approve the Resolution to Move to Executive Session was made by S. LeBlanc, seconded by T. Dee and was approved by a unanimous vote. Drs. J. Saroyan and S. Kraft were not present and did not participate in the vote.

IX. Votes

1. Executive Session Consent Agenda Items – Approved
2. Resolution Adopting PricewaterhouseCoopers BAA Including Approval of Indemnification Clause and Overall Agreement – Approved by Supermajority

Upon a Motion made by B. Bick, seconded by T. Dee, and approved by a unanimous vote, the meeting adjourned at 7:15 p.m.

Attendance:

OneCare Board Members

- | | | |
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| <input checked="" type="checkbox"/> Dan Bennett | <input checked="" 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 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 type="checkbox"/> Pamela Parsons | <input checked="" type="checkbox"/> Rick Vincent |
| <input checked="" type="checkbox"/> Tom Dee | <input type="checkbox"/> Joseph Perras, MD | |
| <input type="checkbox"/> Claudio Fort | <input checked="" type="checkbox"/> Robert Pierattini, MD | |
| <input checked="" type="checkbox"/> Steve Gordon | | |

OneCare Risk Strategy Committee

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|---|--|--|
| <input checked="" type="checkbox"/> Dean French, MD | <input checked="" type="checkbox"/> Brian Nall | <input checked="" 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"/> Norman Ward, MD | <input checked="" type="checkbox"/> Linda Cohen, Esq. |
| <input checked="" type="checkbox"/> Sara Barry | <input checked="" type="checkbox"/> Amy Bodette | <input checked="" type="checkbox"/> Lucie Garand |
| <input checked="" type="checkbox"/> Greg Daniels, Esq. | <input checked="" type="checkbox"/> Martita Giard | <input checked="" type="checkbox"/> Ginger Irish |
| <input checked="" type="checkbox"/> Tom Borys | <input checked="" type="checkbox"/> Marissa Parisi | |

Invited Guests

- Kevin Stone