

**OneCare Vermont Accountable Care Organization, LLC**

**Board of Managers Meeting**

**May 18, 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 May 18, 2021.

1. Call to Order and Board Announcements

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

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

Chair Brumsted welcomed members of the public in attendance and invited them to introduce themselves.

1. Consent Agenda Items

The Board received Consent Agenda Items including: (1) Draft of OneCare Public Session Minutes April 14, 2021; (2) Board Committee Reports May 2021; (3) Financial Statement Package March 2021; (4) CMO Corner May 2021; and (5) Public Affairs Report May 2021. An opportunity for discussion was offered.

A Motion to Approve the Consent Agenda Items was made by B. Bick, seconded by M. Costa and approved by a supermajority vote.

1. 501(c)(3) Designation

Vicki Loner, Chief Executive Officer, described that in alignment with the way OneCare has operated for many years, the IRS has recognized OneCare as a tax exempt 501(c)(3) organization. Ms. Loner thanked the Board for their support with the application process and noted that there are no changes to the audit of financial statements as a result of the status. The Board complimented Ms. Loner for the team’s work on the 501(c)(3) process and result.

1. Draft Strategic Plan: Preview and Comment

Chair Brumsted introduced the strategic planning process and described the May 10 draft strategic plan presentation to AHS Secretary Mike Smith and Director of Health Reform Ena Backus. Vicki Loner, Chief Executive Officer, described strategic plan inputs: national ACO data from McKinsey Associates, staff input, mission vision and values workgroup, and structured interviews and feedback from Board members, association partners, the business community, and key representatives from the State of Vermont. Board Managers John Sayles and Toby Sadkin, MD, described the mission, vision, values development process. The mission emphasizes health goals inclusive of people who have health challenges. The vision is aspirational and the values are closely held by staff and practiced in their daily work. Ms. Loner thanked Dr. Sadkin and Mr. Sayles for their participation on behalf of leadership and workgroup participants.

Ms. Loner described the ACO core capabilities: network performance management which is a partnership between OneCare and providers to continuously improve health outcomes; data and analytics to support health care providers; and payment reform in which provider partners and OneCare work together toward a system that pays for value. Ms. Loner offered to share the presentation with other audiences including hospital boards and the community upon request.

The Board complimented Ms. Loner for the presentation’s clarity and recommended a partnered communication strategy with participating organizations. An opportunity for members of the public to ask questions was offered.

1. Governance

Chair Brumsted introduced a Resolution to approve Michael Costa, Tracey Paul, and Kimberly Patnaude to serve on the Finance Committee. Chair Brumsted described the nominees’ qualifications and noted that they were recommended by the Executive Committee, which serves as the Nominating Committee. An opportunity for discussion was offered.

A Motion to Approve the Resolution Appointing Representatives to Finance Committee was made by J. Sayles, seconded by C. Kohautand approved by a unanimous vote. S. Gordon was not present for and did not participate in the vote.

1. Public Comment

Marisa Melamed of GMCB thanked the Board for the strategic plan presentation and said that she looks forward to continued work with OneCare.

1. Move to Executive Session

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

1. Votes
   1. Executive Session Consent Agenda Items – Approved - S. Gordon and M. Costa were not present and did not participate in the vote.
   2. Resolution Adopting OneCare Strategic Plan – Approved by supermajority - S. Gordon and M. Costa were not present and did not participate in the vote.
   3. Resolution Adopting 2021 Revised Budget – Approved by supermajority - S. Gordon and M. Costa were not present and did not participate in the vote.
2. Adjournment

Upon a Motion made, seconded, and approved by a unanimous vote, the meeting adjourned at 7:04 p.m.

**Attendance:**

OneCare Board Members

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| Dan Bennett | Coleen Kohaut | Toby Sadkin, MD |
| Bob Bick | Sally Kraft, MD | John Saroyan, MD |
| John Brumsted, MD | Steve LeBlanc | John Sayles |
| Michael Costa | Sierra Lowell | Adriane Trout, MD |
| Betsy Davis | Pamela Parsons | Rick Vincent |
| Tom Dee | Joseph Perras, MD |  |
| Claudio Fort | Robert Pierattini, MD |  |
| Steve Gordon |  |  |

S. Gordon left the meeting at 5:00 p.m. and M. Costa left the meeting at 5:45 p.m.

OneCare Risk Strategy Committee

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| --- | --- | --- | --- |
| Dean French, MD | | Brian Nall | Shawn Tester |
| Steve Leffler, MD |  | |  |

OneCare Leadership and Staff

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| Vicki Loner | Norman Ward, MD | Linda Cohen, Esq. | |
| Sara Barry | Amy Bodette | Lucie Garand | |
| Greg Daniels, Esq. | Martita Giard | Ginger Irish | |
| Tom Borys | Derek Raynes |  |
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Invited Guests

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| Eric Miller, Esq. |  |
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