



OneCare Vermont Accountable Care Organization, LLC Board of Managers Meeting Agenda

August 17, 2021
4:30 p.m. – 7:00 p.m.
Zoom Meeting

Time	Agenda Item	Presenter
4:30 p.m.	Call to Order and Board Announcements	John Brumsted, MD
4:31 p.m.	Welcome Board Managers, Invited Guests, and Members of the Public <ul style="list-style-type: none"> ▪ Welcome Board Manager Cynthia Turner 	John Brumsted, MD
4:33 p.m.	Consent Agenda Items* <i>Vote to Approve Consent Agenda Items</i>	John Brumsted, MD
4:35 p.m.	Comprehensive Payment Reform Program Summary and Changes*	Tom Borys
4:45 p.m.	2021 Midyear VBIF Quality Performance*	Josiah Mueller/ Sara Barry
4:55 p.m.	Public Comment Move to Executive Session* <i>Vote to Approve Resolution to Move to Executive Session</i>	John Brumsted, MD
6:55 p.m.	Votes <ol style="list-style-type: none"> 1. Approve Executive Session Consent Agenda Items 2. Approve Resolution Adopting 2022 Network Participation Variance Requests 3. Approve Resolution Extending Organized Health Care Arrangement 	John Brumsted, MD
7:00 p.m.	Adjourn	John Brumsted, MD

*Denotes Attachments

Attachments:

1. Consent Agenda Items
 - a. Draft OneCare Public Session Minutes July 20, 2021
 - b. Board Committee Reports August 2021
 - c. Financial Statement Package June 2021
 - d. Public Affairs Report August 2021

- e. Summary of Policy Changes
 - f. 08-01 Board of Managers Nomination
 - g. 08-02 Governance
2. Comprehensive Payment Reform Program Summary and Changes Presentation
 3. 2021 Midyear VBIF Quality Performance Presentation
 4. Resolution to Move to Executive Session



**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

- | | | |
|--|--|---|
| <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. |
|---|--|



OneCare Board of Managers Committee Reports

August 2021

Executive Committee (meets monthly)

The executive committee did not meet in August. The committee is next scheduled to meet on September 2, 2021.

Finance Committee (meets monthly)

At its August 11 meeting, members approved the June financial statements and July meeting minutes. The committee discussed 2020 Medicare Settlement and 2021 Performance Reports. Committee members reviewed and discussed key decision points regarding the 2022 Budget and approved the 2021 VBIF Payments. Lastly, the committee reviewed Medicaid Fixed Payment Analysis results. The Finance Committee meets next on September 8, 2021.

Population Health Strategy Committee (meets monthly)

This committee meets next on September 14, 2021.

Patient & Family Advisory Committee (meets monthly)

At its July 27 meeting, committee members discussed updates from the Board of Managers and recent public affairs initiatives including website improvements. The committee discussed care coordination program design for Program Year 2022 and specific care coordination experiences and opportunities from the patient and family perspective. Members of the committee who developed a tagline and elevator speech for OneCare shared their work with the full committee and engaged in a thoughtful discussion regarding how best to use this content. The Patient and Family Advisory Committee meets next on September 27, 2021.

Clinical & Quality Advisory Committee (meets bi-monthly)

This committee meets next on October 14, 2021.

Pediatric Subcommittee (meets bi-monthly)

This committee is next scheduled to meet on September 16, 2021.

Laboratory Subcommittee (meets quarterly)

The Laboratory Subcommittee's next meeting is scheduled for September 7, but may be rescheduled to better fit the schedules of the committee members.

Prevention and Health Promotion Advisory Committee (meets quarterly)

The Prevention and Health Promotion Committee's next is currently being scheduled.

Audit Committee (meets quarterly)

At its August 4 meeting, the Audit Committee discussed recommendations from the 2020 clean audit of financial statements, reviewed the CCPO quarterly report, and recommended the CCPO quarterly report for Board approval. The committee is next scheduled to meet on November 4, 2021.

OneCare Vermont
Statement of Financial Position
For the Periods Ended

	6/30/2021	5/31/2021	Variance
<u>ASSETS</u>			
Current assets:			
Unrestricted Cash	14,172,093	15,177,705	(1,005,612)
OCV Reserve Funding	4,000,000	4,000,000	-
Oustanding VBIF	4,963,554	4,698,558	264,996
Advance Funding-Medicaid	12,171,043	12,232,878	(61,835)
Deferred par fees	2,608,769	2,687,661	(78,893)
Undistributed Grant Funding	13,512	25,589	(12,078)
Undistributed Medicare - 2019			-
Total Cash	37,928,970	38,822,392	(893,422)
Network Receivable	84,945	348,416	(263,471)
Network Receivable-Settlement	31,841,499	31,841,498	1
Other Receivable	(8,807)	780,394	(789,201)
Other Receivable-Settlement	17,802,361	18,028,071	(225,710)
Prepaid Expense	733,048	1,436,351	(703,303)
Property and equipment (net)	35,392	35,982	(590)
TOTAL ASSETS	88,417,408	91,293,104	(2,875,696)
<u>LIABILITIES AND NET ASSETS</u>			
Current liabilities:			
Accrued Expenses - Accounts payable	503,706	406,014	97,692
Accrued Expenses Deliverables	37,239	32,937	4,302
Accrued PHM Expenses (payors)	1,013,606	1,013,606	-
Accrued Expenses	1,554,551	1,452,557	101,994
Accrued Expenses -Settlement	39,605,663	39,605,663	(1)
Network Payable	10,675,773	12,127,003	(1,451,231)
Network Payable-settlement	9,775,913	9,775,912	1
Notes Payable	-	-	-
CTO Liability	538,131	586,966	(48,835)
Payroll accrual	47,870	14,855	33,015
Deferred Income	16,965,227	17,844,381	(879,154)
Deferred Grant Income	13,203	25,589	(12,386)
Due to Related Parties - UVMMC	3,796,677	4,351,067	(554,390)
Due to Related Parties - DHH	-	-	-
Total Liabilities	82,973,008	85,783,994	(2,810,986)
Net assets:			
Unrestricted - UVMMC	2,843,214	2,843,214	-
Unrestricted - DHH	2,843,214	2,843,214	-
Current Year Profit to Date	(242,028)	(177,318)	(64,710)
Total net assets	5,444,400	5,509,110	(64,710)
TOTAL LIABILITIES AND NET ASSETS	88,417,408	91,293,104	(2,875,695)

OneCare Vermont

Surplus & Loss Statement: YTD JUNE 2021

	Annual Budget	YTD Budget	YTD Prior Month	JUNE Actual	June Budget	Month Variance	YTD Actual	YTD Budget	YTD Variance
Fixed Prospective Payments Funding	407,254,322	203,627,161	172,121,757	34,295,006	33,937,860	357,146	206,416,763	203,627,161	2,789,602
Payor Contracts Funding	11,923,620	5,961,810	4,720,770	930,366	993,635	(63,269)	5,651,136	5,961,810	(310,674)
DSR Funding	2,900,000	1,450,000	-	-	241,667	(241,667)	-	1,450,000	(1,450,000)
Other Funding	10,472,186	5,236,093	3,703,599	750,146	872,682	(122,536)	4,453,746	5,236,093	(782,347)
Participation Fees	17,345,456	8,672,728	6,320,654	1,333,602	1,444,650	(111,048)	7,654,256	8,672,728	(1,018,472)
Total Funding	449,895,585	224,947,792	186,866,780	37,309,121	37,490,495	(181,373)	224,175,901	224,947,792	(771,892)
Fixed Payments	405,100,213	202,550,106	170,699,988	34,013,438	33,758,351	(255,087)	204,713,426	202,550,106	(2,163,319)
Populations Health Mgmt Payment	8,489,946	4,244,973	3,774,378	750,266	707,496	(42,770)	4,524,644	4,244,973	(279,670)
Complex Care Coordination Program	6,459,185	3,229,592	2,304,670	446,750	538,265	91,515	2,751,420	3,229,592	478,172
Value-Based Incentive Fund	2,235,990	1,117,995	931,662	186,332	186,332	0	1,117,995	1,117,995	0
Blueprint Funding	8,767,133	4,383,567	3,652,972	730,594	730,594	(0)	4,383,567	4,383,567	(0)
Other PHM Programs	2,937,460	1,468,730	595,229	138,519	244,788	106,269	733,748	1,468,730	734,982
PHM Expenses	433,989,926	216,994,963	181,958,900	36,265,899	36,165,827	(100,072)	218,224,799	216,994,963	(1,229,836)
Salaries and Fringe	9,646,062	4,823,031	3,328,891	629,566	803,838	174,273	3,958,456	4,823,031	864,574
Purchased Services	1,180,148	590,074	320,862	51,210	98,346	47,135	372,072	590,074	218,002
Contract & Maintenance	263,000	131,500	-	1,132	21,917	20,784	1,132	131,500	130,368
Lease & Rental	427,522	213,761	153,819	28,673	35,627	6,953	182,493	213,761	31,268
Utilities	44,050	22,025	9,339	3,580	3,671	90	12,919	22,025	9,106
Other Expenses	4,344,877	2,172,438	1,272,287	393,770	362,073	(31,697)	1,666,056	2,172,438	506,382
Operating Expenses	15,905,658	7,952,829	5,085,197	1,107,932	1,325,472	217,540	6,193,129	7,952,829	1,759,700
Total Expenses	449,895,585	224,947,792	187,044,097	37,373,831	37,491,299	117,467	224,417,929	224,947,792	529,864
Net Income (Loss)	-	-	(177,318)	(64,710)	(804)	(63,906)	(242,028)	-	(242,028)



OneCare Vermont

Public Affairs Report | August 2021

Government Relations

Federal Legislative Update

On Wednesday July 21, CEO Vicki Loner participated in a briefing for Congressional staffers on “*Value-Based Care: Where We are and Where We’re Headed.*” Loner highlighted Vermont’s leadership in health care delivery innovation. The session was hosted by the National Association of ACOs (NAACOS) and focused on what we have learned and how we can advance health care innovation. OneCare was asked to participate to share the successes and challenges of value-based healthcare delivery in rural Vermont. There was excitement about the progress made in Vermont and throughout the country and the path forward for value based care.

The briefing coincided with the re-introduction of the “Value in Health Care Act” by Vermont Representative Peter Welch (D-Vt.) and Suzan DelBene (D-Wash.), Darin LaHood (R-Ill.), and Brad Wenstrup (R-Ohio). The bill both incentivizes ACO participation and tasks the Government Accountability Office with a study that examines how well ACOs and other alternative payment models address health equity. The link to the webinar can be found [here](#) and a video of Representative Welch’s remarks during the briefing can be found [here](#).

State Legislative Update

On August 4, the Health Care Reform Oversight Committee met about cost containment and regulatory structures. DK Healthcare Consulting’s Donna Kinzer presented about how to improve goals, structure, and authority in order to address cost levels, cost growth and improve health. Kinzer said that agreeing on a source of data is critical to comparing cost growth data and all spending (by category, by payer, and per capita). Her presentation can be found [here](#).

GMCB Chair Kevin Mullin provided an [overview](#) of the Board and the importance of an integrated regulatory system. He described the GMCB’s role in health care reform as an independent entity, as stewards of health care data to be used in research and analyses, and its role in Vermont’s All-Payer Model agreement.

Green Mountain Care Board

On July 19 and 22, the GMCB conducted the BCBSVT and MVP 2022 rate hearing for small group plans as well as individual and family exchange plans. There was also a standalone public comment meeting on July 22. All information regarding these rate reviews, supporting documents, public comment, and the subsequent rate decisions can be found [here](#).

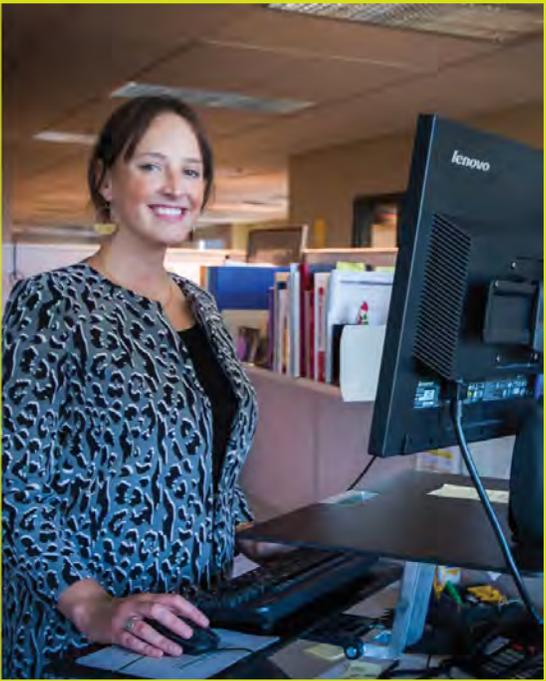
On July 28, the GMCB received a [preliminary review](#) of FY2022 hospital budget submissions and public budget hearing exemptions. For the FY2022 hospital budget review process, the GMCB established net patient revenue/fixed prospective payment (NPR/FPP) growth guidance of 3.5% over the hospital's FY2021 approved budget. This does not include NPR/FPP related to COVID-19 vaccines and testing. Gifford Medical Center (Gifford) and Northwestern Medical Center (NMC) met the requirements for exemption from budget review as established by the Board in the FY22 Hospital Budget Guidance. The Board voted unanimously to exempt them from public budget hearings and to approve Gifford and NMC's budgets as presented. GMCB is using data to take a more holistic view of hospital budgets and reviews are slated to begin on August 17.

Outreach and Advocacy

**OneCare
STAFF SPOTLIGHT**

My background is in public health. I came to this organization because I truly believe in both payment reform and population health—and a data-driven approach is the only way we are going to get there.

Katie Muir
Manager, ACO Analytics



OneCare Staff Spotlight

This month, OneCare is kicking off a staff spotlight series featuring some of our talented team members who work diligently on each of OneCare's core capabilities: data and analytics, payment reform, and network performance management. First up is Katie Muir, manager of ACO analytics at OneCare. Muir is an integral part of our work delivering relevant, timely health care data to Vermont health care providers. She is passionate about using a data-driven approach to manage health, reduce health care costs, and improve patient care. "My background is in public health. I came to this organization because I truly believe in both payment reform and population health—and a data-driven approach is the only way we are going to get there," says Muir.

Teen Think Tank Project

Vicki Loner recorded an episode about health care reform for Teen Think Tank Project's (TTTP) *Here's the Problem Podcast*. Here's the Problem Podcast features experts and professionals offering diverse perspectives on the social issues students and future changemakers will tackle as adults. Students will then record their own podcast discussing and responding to the experts' perspectives.

Innovation Fund Case Study

OneCare Vermont was recently highlighted in a case study focusing on OneCare's 2019 Innovation Funding program. The case study was posted to the [ACO General Information webpage](#) on the CMS website and is available at [this link](#). The Learning System also published 2 toolkits, one focusing on Care Transformation and one focusing on best practices to support ACO operations. OneCare participated in interviews as part of the toolkit development process. The toolkit focusing on ACO's care transformation strategies is [here](#) and the toolkit focusing on strategies to support ACO operations can be found [here](#).

Vermont Suicide Prevention Symposium

The 8th Annual Vermont Suicide Prevention Symposium took place on August 4, 2021. This event was organized by the Vermont Suicide Prevention Center (VTSPC) and the Vermont Department of Mental Health, along with many co-sponsors. OneCare was proud to co-sponsor this important event bringing together stakeholders to facilitate collaborations to strengthen suicide prevention.

Social Media Highlights

OneCare posted to its social media channels about National Health Center Week (August 8 – 14, 2021), an annual celebration to raise awareness about the mission and accomplishments of America's health centers over the past five decades. Community health centers play an important role in public health and we cannot understate the positive impact that community health centers have had on local communities right here in Vermont. We are grateful for the exceptional work that volunteers and health care providers in these community health centers are doing: providing a comprehensive range of health care services to Vermonters, including primary and preventive health care, dental care, mental health and substance abuse counseling, and other important services. Find a list of Vermont's community health centers [here](#).

OneCare also shared resources via social media from Vermont Family Network, which received a grant from the Doug Flutie Jr., Foundation for Autism. Families who have children from birth to age 22 with an autism diagnosis may request up to \$200 for needed equipment, respite, camp, therapies, emergency childcare, or to attend a conference related to their child's diagnosis. The Vermont Family Network encourages families from Essex, Grand Isle, Lamoille, Orange, Orleans and Windsor counties to apply (as soon as possible). One grant per household, to apply visit VFN's funding page [here](#). On this page, other available funding opportunities can be viewed as well.

Care Navigator User Group

August 27, 9:30 - 10:30 a.m.

Please join OneCare for our bimonthly Care Navigator user group call. You will have the opportunity to identify community needs that OneCare can support you with and can participate in active discussion regarding roll-out suggestions, tips from the field, issues, and questions. Attendees will also receive updates on new features and system enhancements, hear news about what may be coming up in payment reform trainings, and learn about other healthcare happenings. This meeting is open to all Care

Navigator live environment users to create a community around the tool and support collective learning. Each month we will have a different focus and unique information. Slides and information will be sent following the call. [Learn more and register here.](#)

Follow Us

You can keep up with OneCare on our [blog](#), [LinkedIn](#), and [Twitter](#) (@OnecareVermont) and with OneCare's primary prevention program RiseVT on [Facebook](#), [Instagram](#), and [YouTube](#). We would greatly appreciate it if you like and share our content to help spread awareness.

Questions? Contact OneCare Public Affairs using the [Contact Us](#) form on our website or email us at public@onecarevt.org.



Board of Managers Summary of Policy Changes

Public Session

August 2021

OneCare leadership has reviewed and recommends the following policies for approval by the Board of Managers.

- **08-01 Board of Managers Nomination**
 - **Purpose:** Outlines the process that Management will follow when soliciting nominees for designated at large Managers for the OneCare Board of Managers and implements a process for such nominations described in the Operating Agreement and practices that promote a fair and open nominating process to yield qualified nominees.
 - **Key Changes:** Updated to include more detail on the nomination process for consumer representatives using language from Rule 5.000. This language includes a requirement to make a good faith attempt to recruit and select consumers who are representative of the diversity of consumers served by the ACO. Other changes were minor and were made to align with language in Rule 5.000 and corresponding OneCare policies.
 - **Committee Endorsement:** N/A

- **08-02 Governance**
 - **Purpose:** To ensure that OneCare's Governing Body is ultimately responsible for the oversight and strategic direction of the organization
 - **Key Changes:** No substantive changes; all edits are for the purpose of improved clarity and consistency with Rule 5.000.
 - **Committee Endorsement:** N/A

Policy Number & Title:	08-01 Board of Managers Nomination
Responsible Department:	Public Affairs
Author:	Amy Bodette, Director, Public Affairs
Original Implementation Date:	February 18, 2019
Revision Effective Date:	August 17, 2021

I. Purpose: This Policy outlines the process that Management will follow when soliciting nominees for designated at large Managers for the OneCare Board of Managers. This policy implements a process for such nominations described in the Operating Agreement and practices that promote a fair and open nominating process to yield qualified nominees.

II. Scope: Applicable to the OneCare Workforce and Board of Managers as stated in this policy.

III. Definitions: Capitalized terms have the same definition as defined in OneCare’s *Policy and Procedure Glossary*. For purposes of this policy, the terms below have the following meanings:

Consumer Member means an individual elected to serve on to the OneCare Vermont Board of Managers to represent consumers of Medicaid, Medicare, and commercial insurance as required by Green Mountain Care Board Rule 5.000: Oversight of Accountable Care Organizations.

Nominee means an eligible candidate proposed for appointment to the Board of Managers.

IV. Policy: OneCare shall maintain an identifiable, distinct governing body that has ultimate responsibility for oversight and strategic direction of the ACO (the “Board of Managers.”). The Board of Managers (“Board”) will hold OneCare’s management team accountable for functions of ACO. There will be a defined processes for nominating designated, at-large managers to its Board.

A. Administration: The Board of Managers assigns to the Chief Operating Officer (“COO”), or her/his delegate(s), the authority to supervise the process by which candidates are nominated and chosen to stand for election to the Board of Managers.

B. Eligibility: Qualified nominees must:

1. Participate in at least one ACO program as defined annually by Policy 04-14 Risk Program Participation;
2. Understand and agree to commit to the responsibilities to serve on the Board of Managers, including having a fiduciary duty and duty of loyalty to OneCare; and
3. Meet the requirements for nomination outlined in the Operating Agreement, Governance Bylaws and policies.

Preference will be given to those nominees that participate in all ACO programs and operate under a value based payment structure.

C. Call for Designated At-Large Managers Nominations:

1. For each qualified vacancy on the Board of Managers, the COO will send a notice to all Managers who are members of the nominating group for the vacancy and/ or the Association representing the nominating group asking for nominations of qualified

candidates to stand for election to the Board of Managers. By each nominating group the process shall be as follows:

- a. **Federally Qualified Health Centers:** Bi-State Primary Care Association will coordinate the nomination process for FQHCs. In the event that a participating FQHC in the nominating group is not a member of Bi-State then Bi-State will either include the participating FQHC in the nomination process or coordinate with the OneCare COO to develop processes for inclusion.
- b. **Critical Access Hospitals and Community Prospective Payment Systems Hospitals:** The Vermont Association of Hospitals and Health Systems (VAHHS) will coordinate the nomination process for Critical Access and Community PPS Hospitals. In the event that a participating hospital in the nominating group is not a member of VAHHS then VAHHS will either include that non-member hospital in the nomination process or coordinate with the OneCare COO to develop processes for inclusion.
- c. **Qualified Independent Private Practices (2):** OneCare management will coordinate the nomination process for all independent private practices. Management will solicit nominees from each qualifying independent practice Participant TIN by communication with the TIN's contractual designee for notices. The solicitation will provide information about the required qualifications and Board preferences for the manager to be nominated. Each TIN will have one opportunity to provide a nominee and must verify that the person(s) nominated is/are willing to serve if selected. Management will forward nominees to the Executive Committee, that serves as the Nominating Committee, who will determine which nominee(s) will move forward to the full Board for elections. For calendar year 2021 the Board has directed that qualified candidates must be independent primary care physicians actively practicing.
- d. **Skilled Nursing Facilities (SNF):** The Vermont Health Care Association (VHCA) will coordinate the nomination process for skilled nursing facilities. In the event that a participating SNF in the nominating group is not a member of VHCA, then VHCA will either include the non-member SNF in the nomination process or coordinate with OneCare COO to develop processes for inclusion.
- e. **Home Health Agencies:** VNAs of Vermont and BAYADA will coordinate the nomination process for qualified Home Health Agencies.
- f. **Designated Agency for Mental Health and Substance Abuse ("Designated Agencies"):** Vermont Care Partners (VCP) will coordinate the nomination process for Designated Agencies. In the event that a participating Designated Agency in the nominating group is not a member then VCP will either include the non-member in the nomination process or coordinate with OneCare COO to develop processes for inclusion.

D. Call for Consumer Manager Nominations

An ACO must consult with local advocacy groups (e.g., the Office of the Health Care Advocate) and Provider organizations when recruiting Enrollee members of its governing body. An ACO must make a good faith attempt to recruit and select Enrollee members who are representative of the diversity of consumers served by the ACO, taking into account demographic and non-

demographic factors, including gender, race, ethnicity, socioeconomic status, geographic region, medical diagnoses, and services utilized. Each Enrollee member must have experience or training advocating for consumers on health care issues or be provided training on the subject. No Enrollee member may be an ACO Provider, an employee of an ACO Provider, or an owner of an ACO Provider. In addition, no Enrollee member may have an immediate family member who is an ACO Provider, an employee of an ACO Provider, or an owner of an ACO Provider.

The COO shall forward all nominations received from the aforementioned processes to the Nominating Committee of the Board for discussion and recommendation to the full Board of Managers.

The COO will, without undue delay after nominations have been closed, notify the nominees or the nominating association(s) of the Nominating Committee's decision whether to forward the nominee to the full Board of Managers for election.

In the event that there are an insufficient number of nominees for election, the members of the Nominating Committee (via the COO) will recruit additional nominees, by processes to be determined by the Nominating Committee in consultation with the COO, to ensure that there are at least as many nominees as there are vacant positions for the annual election.

- E. Withdrawal of a Nomination:** Any Nominee may request the withdrawal of his/her nomination before the COO gives the nominee list to the Nominating Committee.
- F. Rejection of a Nomination:** The Nominating Committee may determine not to pass a nominee's name to the full Board for election based on a nominee's qualifications for inclusion, known conflicts, criminal background checks or any reason it determines in good faith to be in the best interests of the ACO. If the Nominating Committee declines to move nomination forward, the COO shall communicate to the nominee.

V. Review Process: This Policy shall be reviewed annually and in accordance with the terms of this Policy and the Operating Agreement.

VI. References:

- OneCare's Policy and Procedure Glossary
- OneCare's Eighth Amended and Restated Operating Agreement
- Rule 5.000: Oversight of Accountable Care Organizations

VII. Related Policies/Procedures:

- 08-02 Governance Policy
- 04-14 Risk Program Participation Policy
- PA-08-04 Consumer Members and PFAC Stipend Procedure

Location on Shared Drive: S:\Groups\Managed Care Ops\OneCare Vermont\Policy and Procedures

Management Approval:

Director, Public Affairs

Date

Chief Operating Officer

Date

Board of Managers Approval:

Chair, OneCare Board of Managers

Date

Policy Number & Title:	08-02 Governance
Responsible Department:	Public Affairs
Author:	Amy Bodette, Director, Public Affairs
Original Implementation Date:	January 1, 2017
Revision Effective Date:	August 17, 2021

- I. **Purpose:** To ensure that OneCare’s Governing Body is ultimately responsible for the oversight and strategic direction of the organization.

- II. **Scope:** Applicable to the OneCare Workforce and Board of Managers as stated in this policy.

- III. **Definitions:** Capitalized terms have the same definition as defined in OneCare’s *Policy and Procedure Glossary*.

- IV. **Policy:** OneCare shall maintain an identifiable governing body with sole and exclusive authority to execute functions of the ACO and make final decisions on behalf of the ACO (“Governing Body”). The Governing Body shall have the ultimate responsibility for oversight and strategic direction of OneCare and shall hold OneCare’s management team accountable for the ACO’s day-to-day activities. The Governing Body shall also have a defined approach to secure consumer input by way of a Consumer Advisory Group and other consumer activities. The OneCare Board of Mangers governance structure shall be transparent, and reasonably and equitably represent the ACO’s participants, providers and its patients.
 - A. **General Governing Body Elements:**
 1. OneCare shall define and describe the role(s) of the Governing Body to the state in writing.
 2. The Governing Body shall have a transparent governing process which includes the following:
 - a. Publishing the names and contact information for members of the Governing Body on its website;
 - b. Holding public meetings of the ACO’s governing body in accordance with 18 V.S.A. §9572(a), (b), and (e) and making the schedule of meetings publicly available in accordance with 18 V.S.A. § 9572(c);
 - c. Devoting an allotted time at each in-person meeting(s) of the Governing Body to allow comments from members of the public to be heard;
 - d. Recording and publishing minutes of the public session(s) of each in-person meeting(s) of the Governing Body on its website in accordance with 18 V.S.A. § 9572(d);
 - e. Posting summaries of OneCare’s activities on its websites, as provided to the Patient and Family Advisory Group who serves in the official capacity as its Consumer Advisory Group; and
 - f. Providing a publicly accessible mechanism for explaining how the ACO works, including by posting on the ACO’s website.
 3. OneCare’s designated compliance official shall provide regular reports to the Governing Body concerning OneCare’s efforts to satisfy its Compliance and Oversight obligations as set forth in the Program Agreements and regulations.

4. When acting as a member of the Governing Body, each manager has a fiduciary duty to OneCare, including the duty of loyalty, and will act in a manner consistent with that fiduciary duty to report Conflicts of Interest upon membership and as potential conflicts arise.

B. Governing Body Composition Requirements:

1. At least 75 percent control of the Governing Body shall be held by Participants, Preferred Providers or their respective representatives.
2. OneCare will comply with the ACO Governance Standards related to Governance composition set forth by the Green Mountain Care Board (GMCB) and will comply with any future modifications.
3. OneCare's Operating Agreement, Governance Bylaws, and policies shall outline the composition of the Board of Managers as well as, appointment, nomination and election processes for all Managers.

C. Consumer Input:

1. OneCare will develop and maintain a Patient and Family Advisory Committee that will bring together consumers from the communities served by OneCare to engage in discussions about their health care in an effort to improve their experiences and discuss how ACO policy might be designed to improve those experiences.
2. Through the Patient and Family Committee, OneCare must consult with and solicit feedback from its Consumer Advisory Board regarding the ACO's care coordination goals, activities, and policies and procedures.
3. OneCare will, on an ongoing basis, assist the consumer members of its governing body in understanding the processes, purposes, and structures of the ACO. Members of the Governing Body and OneCare's management staff shall regularly attend meetings of the Patient and Family Advisory Committee.
4. Following each meeting of the Patient and Family Advisory Committee (PFAC), a member of the Governing Body or management staff who attended shall provide a summary report to the Governing Body of the issues and concerns addressed.
5. The results of any other activities initiated by OneCare to engage and obtain input from consumers shall be reported to the Governing Body at least annually.
6. Consumer Managers of the Board and PFAC members shall receive a stipend for participation in Board of Managers meetings and meetings of Board committees. Details on Consumer Managers and PFAC members' stipends can be found in the PA-08-04 Consumer Members and PFAC Stipend procedure.

- V. Review Process:** This policy will be reviewed annually and in accordance with the terms of this Policy, the OneCare Operating Agreement and the OneCare Governance By-Laws.

VI. References:

- OneCare Board Membership and Patient and Family Advisory Committee Charter
- OneCare Governance By-Laws and OneCare Operating Agreement
- 18 V.S.A. §9572(a), (b), (c), and (e)

VII. Related Policies/Procedures:

- 08-01 Board of Managers Nomination Policy
- PA-08-04 Consumer Members and PFAC Stipend Procedure

Location on Shared Drive: S:\Groups\Managed Care Ops\OneCare Vermont\Policy and Procedures
Management Approval:

Director, Public Affairs

Date

Chief Operating Officer

Date

Board of Managers Approval:

Chair, OneCare Board of Managers

Date

CPR Program Summary

Tom Borys, VP of Finance
Board of Managers
July 20, 2021



OneCare Vermont
onecarevt.org

Program Overview

- The Comprehensive Payment Reform (CPR) program is OneCare's payer-blended fixed payment model for independent primary care practices
- There are currently 11 TINs and 14 practice sites participating in the program
- The fixed payments cover services for the Medicaid, Medicare, and BCBSVT QHP programs

Historical Payment Concept

	Adults	Kids
Core Codes	Standard Base PMPM Risk adjusted using Hopkins PLUS CPR PMPM	Standard Base PMPM Age/gender matrix adjusted PLUS CPR PMPM
Non-Core Codes	Practice-specific PMPM based on historical FFS	Practice-specific PMPM based on historical FFS

- Payer-blended global PMPMs set based on an evaluation of all primary care in the network
- Core vs. Non-Core
 - Core codes reflect a standard set of E&M codes that all primary care practices bill
 - Non-core codes include services that are more variable between practices (ex. x-ray, lab)
- Adults vs. Kids
 - Attributed kids typically have a higher primary care FFS PMPM due to more frequent visits
 - This segmentation aims to fairly accommodate pediatric, family, and adult-focused practices

Focus Group

- OneCare convened a group of CPR participants and finance leaders to evaluate the current CPR program model, and help craft the 2022 design.
- Through this process the group identified both aspects that could be adjusted for implementation in 2022, and topics requiring further research
- There was collective commitment to keep these meetings going and continue dialogue
- The outcomes from this process informed modification to the CPR Policy that will be discussed in more depth during executive session

Recommended Changes

- Adjust to more specifically differentiate between core-codes and non-core codes
 - Add a filter to limit all core-code services to primary care claims
 - Specialty services in the primary care office (ex. behavioral health) now move to non-core
 - Move all Medicaid Expanded spend to non-core
 - Move all confidential claims spend to non-core
- Modify reimbursement for non-Core-Code services to follow FFS more dynamically
 - Will help to accommodate mid-year changes to practice service offerings
- Design and develop a primary care scorecard to evaluate and benchmark outcomes
 - Data can be compared across CPR practices, as well as between CPR and non-CPR practices

Topics for Future Focus Group Research

- Relationship between PCP spend and TCOC
- Risk adjustment model
- Payer attribution methodology
- Payment timing
- Internal med vs. family med
- Frequency of visit analysis
- Coding variation
- Use of modifiers
- Low value care vs. high value care analysis
- Confidential claims / substance use treatment analysis

Value Based Incentive Fund
Quality Performance
Board of Managers Update

August 17, 2021



OneCare Vermont

onecarevt.org



2021 VBIF Strategy

- Focused, Four Measure Approach
 - Hypertension: Controlling High Blood Pressure
 - Diabetes: HbA1c Poor Control >9%
 - Depression Screening and Follow-Up
 - Developmental Screening, First Three Years of Life
- Timeliness of Data Feedback
 - Drive Providers to Action
- Tie Payment More Closely to Performance Period

Operational Approach

- VITL Data Feeds and Chart Abstraction
 - 25 Patients - Medicaid, Medicare, and “Commercial”
- Payout for Q1 and Q4 Results
 - Target & Stretch Goals
 - Primary Care (70%+ 10%), Other Providers (20%)
 - Medicaid Driven
- Goal: 10% Improvement in All Measures
- Implementation Schedule

Report	Anchor Date	Data Collection	Report Creation and Distribution
Q1 Report	3/31/2021	Q2 2021	Q3 2021
Q2 Report	6/30/2021	Q3 2021	Q4 2021
Q3 Report	9/30/2021	Q4 2021	Q1 2022
Q4 Report	12/31/2021	Q1 2022	Q2 2022

Medicaid VBIF Results (Q1)

		HTN	Diabetes	Dev Screen	Depression
TIN	Met Target	49%	65%	95%	79%
	Met Stretch Goal	23%	35%	84%	5%
HSA	Met Target	50%	79%	92%	58%
	Met Stretch Goal	14%	43%	83%	0%
<i>OneCare Aggregate</i>		<i>Below Target</i> ●	<i>Met Target</i> ●	<i>Met Stretch Goal</i> ●	<i>Met Target</i> ●

Moving Forward

- 2022 – Maintain Focus on Measures and Overall Approach
- PDSA Cycles for Continuous Improvement
- Evaluate Resources Necessary to Achieve Scale
- Partnership with Blueprint



OneCare Vermont

OneCare Vermont Accountable Care Organization
Board of Managers Resolution to Move to Executive Session
August 17, 2021

BE IT RESOLVED by the Board of Managers (the “Board”) of OneCare Vermont Accountable Care Organization, LLC (“OneCare”) as follows:

The Board will now move into executive session in order to discuss subjects that are outside of the scope of the ACO’s public meetings. For this meeting, these include: (1) strategic planning subjects that are or use trade secret information; (2) personnel matters; (3) attorney client communications; (4) the status of ongoing contract negotiations; and (5) discussion of pending litigation.