



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

December 21, 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"><li>▪ Thank Dr. John Saroyan</li><li>▪ Welcome Dr. Jen Gilwee and Tom Huebner</li></ul>	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.	Governance <i>Vote to Approve Resolution Appointing Representative to the Board of Managers and to the Executive Committee</i>	John Brumsted, MD
4:40 p.m.	Diversity, Equity, and Inclusion Focus Groups and Next Steps*	Vicki Loner/ Ginger Irish
4:55 p.m.	Clinical Committee Structure Discussion*	Carrie Wulfman, MD
5:10 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 <ul style="list-style-type: none"><li>1. Approve Executive Session Consent Agenda Items</li><li>2. Approve Conditional Resolution to Enter Performance Year 2022 Payer Contracts</li></ul>	John Brumsted, MD
7:00 p.m.	Adjourn	John Brumsted, MD

\*Denotes Attachments

### Attachments:

1. Consent Agenda Items
  - a. Draft OneCare Public Session Minutes November 16, 2021
  - b. Board Committee Reports December 2021

- c. Financial Statement Package October 2021
  - d. Public Affairs Report December 2021
  - e. OneCare Vermont Financial Management Resolution
  - f. OneCare Vermont Incumbent Position Banking Resolution
  - g. Summary of Policy Changes
  - h. 01-02 Conflict of Interest
  - i. Conflict of Interest (COI) Disclosure and Certification Form
- 2. Governance
    - a. Resolution Appointing Representative to the Board of Managers and to the Executive Committee
- 3. Diversity, Equity, and Inclusion Focus Groups and Next Steps Presentation
  - 4. Clinical Committee Structure Discussion Presentation
  - 5. Resolution to Move to Executive Session



**OneCare Vermont Accountable Care Organization, LLC  
Board of Managers Meeting  
November 16, 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 November 16, 2021.

**I. Call to Order and Board Announcements**

Chair John Brumsted, MD called the meeting to order at 4:30 p.m. Chair Brumsted welcomed Carrie Wulfman, MD, Chief Medical Officer for OneCare. Dr. Wulfman described her work at OneCare to date including participating in the budget submission presentation and testimony to the Green Mountain Care Board on November 10. Vicki Loner, Chief Executive Officer, thanked Dr. Wulfman for presenting and noted the value of a Dr. Wulfman’s perspective as a practicing physician. Dr. Wulfman is conducting a review of OneCare’s clinical committees and plans to share more at a future Board meeting.

**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.

**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 October 19, 2021; (2) Board Committee Reports November 2021; (3) Financial Statement Package September 2021; (4) Public Affairs Report November 2021; (5) Summary of Policy Changes; (6) 05-01 Contract Management; (7) 06-01 Documentation and Maintenance of Records; (8) 06-03 Policy on Policy Management; and (9) 07-07 Code of Conduct. An opportunity for discussion of any of these items was offered.

A Motion to Approve the Consent Agenda Items was made by T. Dee, seconded by C. Fort and approved by a majority vote of the Managers present. S. Lowell was not present for the vote.

**IV. Governance**

Chair Brumsted introduced the resolution to elect an At Large Representative to the Board. Sara Barry, Chief Operating Officer, explained that At Large representative Steve Gordon is stepping down December 31, 2021. The Executive Committee, acting as the Nominating

Committee, recommends a new At Large manager for Board approval. Ms. Barry described the candidate's qualifications and offered an opportunity for discussion.

A Motion to move to Approve the Resolution Appointing At Large Representative to the Board of Managers was made by J. Sayles, seconded by C. Kohaut and was approved by a unanimous, supermajority vote of the Managers present. S. Lowell was not present for the vote.

Chair Brumsted described that based on the recent governance changes, there is a seat for an Academic Medical Center in Vermont to be filled. The Executive Committee, acting as the Nominating Committee, recommended a candidate to the Board for approval. Chair Brumsted described the candidate's qualifications and offered an opportunity for discussion.

A Motion to move to Approve the Resolution Appointing Academic Medical Center Representative to the Board of Managers was made by S. LeBlanc, seconded by Dr. J. Saroyan and was approved by a unanimous, supermajority vote.

Chair Brumsted explained that as the Member, UVM Health Network appoints three Managers to the Board. Although the Board is not required to approve appointed Managers, in recognition of the collaborative nature of the Board, UVMHN asked for the endorsement of appointed Managers. Dr. Brumsted explained that Dr. Bob Pierattini will step down from the Board as of November 30, 2021 and thanked him for his service. UVMHN asked for the endorsement of Tom Huebner to succeed Dr. Pierattini.

Dr. Brumsted announced his departure from the Board at the end of January 2022. A new Chair of the Board will be added and a process for selecting the Chair is forthcoming. UVMHN asked for the endorsement of the appointment of Dr. Theresa Fama to fill the seat that will be left vacant by Dr. Brumsted. The proposed resolution was verbally changed during the meeting and is reflected in the attached amended resolution.

A Motion to move to Approve the Resolution Endorsing Representatives to the Board of Managers was made by T. Dee, seconded by C. Fort and was approved by a unanimous, supermajority vote.

#### V. 2020 Quality Scorecards Presentation

Josiah Mueller, Director of Value Based Care, presented the 2020 Quality Measure Results. Full results and payer program scorecards may be found in the meeting materials. Due to major disruptions to the health care system in 2020 because of the public health emergency, quality results and scorecards are challenging to interpret and uncertainty remains for Program Year 2021 and beyond. Due to the inconsistent availability of benchmarks for all payer programs, Mr. Mueller presented measure rates and compared performance to prior year or across programs within a payer as feasible. Additional detail can be found in the meeting materials.

The Board discussed that there was little learning from the results because of the disruption caused by the pandemic. However, the VBIF offers an opportunity for OneCare to meet participants where they are and mark progress. These data also offer the opportunity for comparison to national ACOs. OneCare is also looking at regional data and expects that there will be an opportunity to make granular comparisons. These quality results will be presented by the payers to GMCB on November 22 with OneCare in attendance.

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 S. LeBlanc, seconded by J. Sayles and was approved by a unanimous vote.

VIII. Votes

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

IX. Adjournment

Upon a Motion made, seconded, and approved by a unanimous vote, the meeting adjourned at 6:00 p.m.

X. Attachment to Minutes

Amended Resolution Appointing and Endorsing Representatives to the Board of Managers

**Attendance:**

OneCare Board Members

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> Dan Bennett       | <input checked="" type="checkbox"/> Steve Gordon          | <input checked="" type="checkbox"/> Toby Sadkin, MD  |
| <input 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 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 checked="" type="checkbox"/> Claudio Fort      |   |  |

S. Lowell joined the meeting at 4:36 p.m.

OneCare Risk Strategy Committee

- |   |                                     |  |
|---|-------------------------------------|--|
| <input checked="" type="checkbox"/> Dean French, MD | <input type="checkbox"/> Brian Nall | <input checked="" 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
- ☒ Alida Duncan

Invited Guests

None.

DRAFT FOR APPROVAL



OneCare Vermont

*Attachment to November 16, 2021 Public Session Minutes*

OneCare Vermont Accountable Care Organization  
Board of Managers Resolution Appointing and Endorsing  
Representatives to the Board of Managers  
November 16, 2021

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

The Board, having reviewed and discussed the recommendations of the Nominating Committee and the qualifications of the candidate, hereby elects to seat the following Manager:

- A. Jen Gilwee, MD, Manager in the seat of an Academic Medical Center located in Vermont for a three-year term beginning on December 1, 2021 and ending on November 30, 2024; and

The Board, having reviewed and discussed the qualifications of the Member appointed d Managerse, hereby votes to endorse the following Managers:

B. Tom Huebner, ~~as appointee of UVM Health Network~~ for a term beginning on December 1, 2021; and

B.C. Teresa Fama, MD, as appointee of UVM Health Network for a term beginning on February 1, 2022.



## **OneCare Board of Managers Committee Reports**

### **December 2021**

#### **Executive Committee (meets monthly)**

At its December 2 meeting, the Executive Committee discussed the process to recommend and nominate a new Board Chair in early 2022. The committee reviewed and discussed Program Year 2022 payer contracts and program cost targets. Lastly, the committee discussed variable compensation for Program Year 2022. The committee is next scheduled to meet on January 6, 2022.

#### **Finance Committee (meets monthly)**

At its December 15 meeting, the committee approved the October financial statements, discussed financial statements, and approved the November meeting minutes. Committee members reviewed and discussed the Financial Management Resolution and the Incumbent Positions Banking Resolution and recommend both for board approval. The committee discussed and reviewed the 2020 MVP Settlement. The 2022 Payer Contract Terms for Medicare, Medicaid, and commercial payers were discussed in depth as were the GMCB staff recommendations for OneCare's 2022 budget orders. The committee meets next on December 29, 2021.

#### **Population Health Strategy Committee (meets monthly)**

At its December 13 meeting, OneCare Chief Medical Officer Dr. Carrie Wulfman welcomed committee members. Dr. Wulfman described at a high level a proposed clinical committee structure that the Board of Managers will review at its December meeting. The committee meets next on January 11, 2022.

#### **Patient & Family Advisory Committee (meets monthly)**

At its November 23 meeting, Dr. Carrie Wulfman joined the meeting to hear committee members' priorities and interests as patient and family advisers, to share her experience as a health care provider, and to share her vision for clinical work at OneCare. The committee also discussed recent media coverage and public affairs, as well as work undertaken by the OneCare Board of Managers. The committee next meets on January 25, 2022.

#### **Clinical & Quality Advisory Committee (meets bi-monthly)**

The next committee meeting is currently being scheduled.

#### **Pediatric Subcommittee (meets bi-monthly)**

The next committee meeting is currently being scheduled.

#### **Laboratory Subcommittee (meets quarterly)**

The next committee meeting is currently being scheduled.

#### **Prevention and Health Promotion Advisory Committee (meets quarterly)**

The next committee meeting is currently being scheduled.

#### **Audit Committee (meets quarterly)**

The committee is next scheduled to meet on February 10, 2022.



**OneCare Vermont**  
**Statement of Financial Position**  
**For the Periods Ended**

**10/31/2021**

**9/30/2021**

**Variance**

**ASSETS**

**Current assets:**

Unrestricted Cash	43,622,860	25,964,395	17,658,465
OCV Reserve Funding	4,000,000	4,000,000	-
Advance Funding-Medicaid	11,999,138	12,043,802	(44,663)
Oustanding VBIF	4,395,424	4,209,091	186,332
Deferred par fees	1,101,037	2,572,101	(1,471,063)
Undistributed Grant Funding	-	-	-
Undistributed Medicare - 2019	-	-	-
<b>Total Cash</b>	<b>65,118,459</b>	<b>48,789,389</b>	<b>16,329,070</b>
Network Receivable	60,157	60,157	-
Network Receivable-Settlement	2,404,056	15,109,886	(12,705,831)
Other Receivable	2,659,832	758,281	1,901,551
Other Receivable-Settlement	16,735,347	16,735,347	0
Prepaid Expense	2,072,113	555,056	1,517,057
Property and equipment (net)	39,082	33,622	5,460
<b>TOTAL ASSETS</b>	<b>89,089,046</b>	<b>82,041,739</b>	<b>7,047,308</b>

**LIABILITIES AND NET ASSETS**

**Current liabilities:**

Accrued Expenses - Accounts payable	541,495	580,453	(38,958)
Accrued Expenses Deliverables	127,400	-	127,400
Accrued PHM Expenses (payors)	1,074,204	1,074,441	(237)
Accrued Expenses	1,743,099	1,654,894	88,206
Accrued Expenses -Settlement	38,053,776	38,053,776	-
Network Payable	6,673,251	6,478,286	194,965
Network Payable-settlement	14,750,888	10,934,791	3,816,097
Notes Payable	-	-	-
CTO Liability	532,334	497,388	34,947
Payroll accrual	(1,252)	169,727	(170,979)
Deferred Income	16,771,056	15,331,009	1,440,047
Deferred Grant Income	-	-	-
Due to Related Parties - UVMMC	3,094,491	3,074,789	19,702
Due to Related Parties - DHH	-	-	-
<b>Total Liabilities</b>	<b>81,617,645</b>	<b>76,194,660</b>	<b>5,422,984</b>

**Net assets:**

Unrestricted - UVMMC	2,843,214	2,843,214	-
Unrestricted - DHH	2,843,214	2,843,214	-
Current Year Profit to Date	1,784,975	160,651	1,624,323
<b>Total net assets</b>	<b>7,471,402</b>	<b>5,847,079</b>	<b>1,624,323</b>

<b>TOTAL LIABILITIES AND NET ASSETS</b>	<b>89,089,047</b>	<b>82,041,739</b>	<b>7,047,308</b>
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# OneCare Vermont

Surplus & Loss Statement: YTD October 2021

	Annual Budget	YTD Budget	YTD Prior Month	October Actual	Monthly Budget	Month Variance	YTD Actual	YTD Budget	YTD Variance
Fixed Prospective Payments Funding	407,254,322	339,378,602	308,969,920	34,059,029	33,937,860	121,169	343,028,949	339,378,602	3,650,347
Payor Contracts Funding	11,923,620	9,936,350	8,400,247	1,907,465	993,635	913,830	10,307,713	9,936,350	371,362
DSR Funding	2,900,000	2,416,667	-	523,846	241,667	282,179	523,846	2,416,667	(1,892,821)
Other Funding	10,472,186	8,726,821	6,827,113	804,382	872,682	(68,300)	7,631,495	8,726,821	(1,095,327)
Settlement Income	-	-	5,300,310	-	-	-	5,300,310	-	5,300,310
Deferred Participation Fees (prior year)	2,288,937	1,907,447	1,439,212	362,132	190,745	171,387	1,801,343	1,907,447	(106,104)
Participation Fees	15,056,520	12,547,100	11,292,390	1,254,710	1,254,710	(0)	12,547,100	12,547,100	0
<b>Total Funding</b>	<b>449,895,585</b>	<b>374,912,987</b>	<b>342,229,192</b>	<b>38,911,563</b>	<b>37,491,299</b>	<b>1,420,265</b>	<b>381,140,755</b>	<b>374,912,987</b>	<b>6,227,768</b>
Fixed Payments	405,100,213	337,583,511	306,766,928	33,982,313	33,758,351	(223,962)	340,749,240	337,583,511	(3,165,730)
Populations Health Mgmt Payment	8,489,946	7,074,955	6,766,250	731,760	707,496	(24,265)	7,498,010	7,074,955	(423,055)
Complex Care Coordination Program	6,459,185	5,382,654	4,093,830	440,210	538,265	98,055	4,534,040	5,382,654	848,614
Value-Based Incentive Fund	2,235,990	1,863,325	1,676,992	186,332	186,332	0	1,863,325	1,863,325	0
Blueprint Funding	8,767,133	7,305,944	6,575,350	730,594	730,594	(0)	7,305,945	7,305,944	(1)
Other PHM Programs	2,937,460	2,447,883	1,060,010	160,895	244,788	83,893	1,220,905	2,447,883	1,226,978
Settlement Expense	-	-	5,289,224	-	-	-	5,289,224	-	(5,289,224)
<b>PHM Expenses</b>	<b>433,989,926</b>	<b>361,658,272</b>	<b>332,228,584</b>	<b>36,232,105</b>	<b>36,165,827</b>	<b>(66,278)</b>	<b>368,460,690</b>	<b>361,658,272</b>	<b>(6,802,417)</b>
							-	-	-
Salaries, payroll taxes and fringe benefits	9,646,062	8,038,385	6,144,568	639,997	803,838	163,842	6,784,564	8,038,385	1,253,820
Consulting, legal and purchased services	1,180,148	983,457	680,734	26,579	98,346	71,766	707,314	983,457	276,143
Software, licenses and maintenance	3,604,919	3,004,099	1,866,990	273,182	300,410	27,228	2,140,172	3,004,099	863,927
Travel, supplies, other	1,474,530	1,228,775	1,147,664	115,377	122,877	7,501	1,263,041	1,228,775	(34,266)
<b>Operating Expenses</b>	<b>15,905,658</b>	<b>13,254,715</b>	<b>9,839,956</b>	<b>1,055,135</b>	<b>1,325,472</b>	<b>270,337</b>	<b>10,895,091</b>	<b>13,254,715</b>	<b>2,359,624</b>
<b>Total Expenses</b>	<b>449,895,585</b>	<b>374,912,987</b>	<b>342,068,541</b>	<b>37,287,240</b>	<b>37,491,299</b>	<b>204,059</b>	<b>379,355,781</b>	<b>374,912,987</b>	<b>(4,442,793)</b>
<b>Net Income (Loss)</b>	<b>-</b>	<b>-</b>	<b>160,651</b>	<b>1,624,323</b>	<b>-</b>	<b>1,624,323</b>	<b>1,784,975</b>	<b>-</b>	<b>1,784,975</b>



# OneCare Vermont

## Public Affairs Report | December 2021

### Media Coverage

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#### **Feds proclaim Vermont's all-payer model enrollment targets 'unattainable'**

[November 24, 2021, VTDigger](#)

This article gives an overview of the Centers for Medicare and Medicaid Services is acknowledging that Vermont's initial targets were overambitious and the new standards put in place for the All-Payer Model as outlined in [this October 12 letter](#) from CMS. The article also mentions recent governance changes at OneCare—UVMHN becoming the sole parent organization and the announcement that Dr. Brumsted will step down as chair of OneCare's board of managers.

#### **VTDigger Sponsored Spotlight: Efficiently Spreading Value-Based Care and Supporting Vermont Providers in the Transition**

[November 19, 2021, VTDigger](#)

This is a paid sponsored spotlight article OneCare placed in VT Digger. The write-up is based on the network performance management video put together to give an overview of OneCare's network performance management core capability. The article has the video embedded and includes quotes from the video interview with Tom Borys, OneCare's VP of Finance. Additional ads driving to the [network performance management video and supporting article](#) were placed in three editions of the Daily Digger in the week of November 14<sup>th</sup>, and on the VTDigger website from mid-November to mid-December.

#### **OneCare board chair to step down in January**

[November 19, 2021, VTDigger](#)

This article covers the announcement of Dr. Brumsted stepping down as chair of OneCare's board of managers in January 2022. The article also highlights that Tom Huebner was appointed to the OneCare board by the UVMHN, taking one of UVMHN's designated seats on the board even though he is not a member of UVMHN. In this article, Huebner is noted as a potential successor for the chair role, as Rick Vincent, chief financial officer at UVM Medical Center, and Teresa Fama, a Central Vermont Medical Center physician and site leader.

## Government Relations

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### State Legislative Update

The second session of the Legislative Biennium is slated to begin on January 4. Beginning the week of December 13, the House Appropriations Committee has begun meeting and is taking testimony on the Budget Adjust Act which they hope to finalize by January 14.

The House Health Care Committee met on December 9 to discuss patient wait times and pressures on the mental health system. The committee heard [testimony](#) from the Vermont Association of Hospitals and Health Systems (VAHHS), several hospital emergency room physicians, the Department of Mental Health, designated mental health agencies, and community-based service agencies. The Committee plans to devote significant time to potential solutions to alleviate this crisis.

One December 10, the Healthcare Reform Oversight Committee heard a [presentation](#) by consultant Donna Kinzer of DK Healthcare Consulting providing updated recommendations for managing cost and improving value in the healthcare delivery system by evolving the current healthcare regulatory structure in Vermont. Ms. Kinzer provided eight recommendations and advantages and disadvantages of each. The joint committee broadly covered which recommendations they may want to discuss during the legislative session and which committees would lead the discussions.

The Joint Task Force on Affordable, Accessible Health Care met on Wednesday December 15 with Health System Transformation consultants Joshua Slen, Beth Waldman, and Tim Hill. The consultants provided [updated information](#) and revised white papers on four of the seven top ranked initiatives from its previous meeting in October. The remaining three ranked topics are subject of current ongoing activity either through the legislature and/or the administration. The Task Force plans to view the options with a focus on benefits for the individual while remaining mindful of the public health emergency and stress for the healthcare system. All seven initiatives are below:

- [Cost Growth Containment/Affordability Boards/ Affordability Standards](#)
- [Public Option](#)
- [Expand VT Blueprint for Health](#)
- [Extend Moderate Needs Supports](#)
- Medicaid Post-Partum Coverage
- Remote Access to Health Care Services
- Legislation directed at Pharmacy Benefit Managers (PBMs)

### Green Mountain Care Board

The Green Mountain Care Board (GMCB) met on October 13 where the GMCB presented the [Draft GMCB 2022-2023 Analytics Plan](#). The Board also was [presented](#) with draft budget guidance and reporting requirements for Medicare Only Non-Certified ACOs. The streamlined guidance was developed in response to Clover Health's (direct contracting entity) request for a waiver from the GMCB Rule 5.4 on annual budget review and approval and 5.5 on monitoring and oversight. The guidance was developed in collaboration with Clover Health and the Health Care Advocate. The scope of guidance would apply only for ACOs that are not certified by the GMCB, is participating only with Medicare and not Medicaid or any commercial payers, and has less than 10,000 attributed lives in the State of Vermont. The draft guidance which was approved at the Board's October 20 meeting can be found [here](#).

At GMCB's October 20 meeting, Ena Backus Director of Health Reform for the Agency of Human Services, [presented](#) the draft of the State's [Health Care Workforce Development Strategic Plan](#).

On November 12, the GMCB voted to approve the [Health Care Workforce Strategic Draft Plan](#) as recommend by the GMCB Staff. At its November 17 meeting, GMCB staff [presented](#) on the 2021 update to the [Health Information Exchange \(HIE\) Strategic Plan](#).

On November 22, GMCB Staff, DVHA Staff, representatives from BCBSVT and MVP, and OneCare participated in a joint presentation regarding the [2020 ACO Financial Settlement and Quality Performance](#) across all payers. Josiah Mueller, OneCare Director of Value Based Care, and Derek Raynes, Director of Payment Reform, participated and stressed the challenging period for providers due to the COVID-19 pandemic. Providers have been requesting more timely data in 2021 and they remain unsure if conclusions can be drawn from the data due to the pandemic. OneCare leadership continues to analyze the results and will work with its governing body to determine next steps.

At its December 1 meeting, GMCB presented the request to CMS/CMMI for a one year extension of the Vermont All-Payer ACO Model which is set to conclude on December 31, 2022. The extension would allow the model to continue for one additional year and provides time for the Federal and State signees to begin discussions and negotiations for a second All Payer Model Agreement. As part of its request to CMS/CMMI, Vermont Partners are requesting technical changes to the [original agreement](#) including a shift to fixed payments that would not be reconciled and decoupling the Medicare portion of Blueprint funding from the ACO's benchmarking/shared savings process and returning the distribution of the funding to the Agency of Human Services. At its December 15 meeting, the GMCB voted to approve the [Extension Letter](#) request which included language around the state intending to seek a waiver from Medicare to reimburse mental health and substance use disorder treatment providers in order to alleviate the burden on the system during the pandemic.

At its December 8 meeting, GMCB staff provide a [Review of OneCare's Budget](#) which included preliminary recommendations to serve as the basis for the final budget orders. At their December 15 meeting, GMCB presented the remaining [recommendations](#). OneCare Leadership is currently reviewing the proposed recommendations for the 2022 performance year.

## Outreach and Advocacy

### Charitable Food Initiative Promotes Social and Emotional Learning in Youth

The Starksboro Food Shelf kicked off their Dinner Together meal kit distribution the first week of December. For six months the food shelf will distribute meal kits containing a simple, healthy recipe using local potatoes, carrots, and onions. In addition, the meal kits will include Dinner Together programmatic material highlighting the benefits of eating meals together as a family and tips for success. Dinner Together is a RiseVT program developed in Addison County in response to a 2017 survey of Addison County high school students showing that teens who regularly ate family meals participated in fewer risky behaviors and had significantly lower substance use. Starksboro Food Shelf is one of many food shelves across the state that have paired Dinner Together with charitable food initiatives to promote social and emotional learning in youth while providing hunger relief. You can learn more about the program at: <https://www.onecarevt.org/dinner-together/>

## OneCare's Health Care Hero Video & Campaign



November 2021-January 2022 on VPR, VT PBS, WCAX, Front Porch Forum, Facebook & LinkedIn ([link to OneCare VT blog on the campaign](#))

OneCare Vermont created [a video](#) and campaign thanking OneCare's 5,000+ participating providers (educating viewers/readers of OneCare's impressive number of participating providers) and all of Vermont's health care heroes. The video ad aired on VT PBS and WCAX at the end of November and beginning of December. The same message was aired in VPR underwriting Nov-Dec. On Front Porch Forum and in VT PBS newsletters—as well as in paid advertising on Facebook and LinkedIn, the message adds a call to action for Vermonters to support their local health care heroes by following [the VT Department of Health's guidelines to prevent COVID-19](#).

## Community Outreach

On December 6, Tom Borys met with the policy committee of Vermont Businesses for Social Responsibility to give a refresher overview of OneCare, a preview of 2022 plans, and to engage in questions and answers. On December 7, Vicki Loner attended the UVMHN Home Health & Hospice retreat to discuss the role of home health in health care reform and the All-Payer Model.

## Social Media Highlights

OneCare Vermont shared an important documentary series by our partners at Vermont Association of Hospitals and Health Systems (VAHHS) presenting the realities of COVID-19 from a health care provider perspective. The documentary goes to the heart of Vermont's best-in-US response. Hear Dr. Joshua White's perspective in the video series.

OneCare also posted and shared about simple steps Vermonters can take for community health. "Simple preventive steps like getting the flu shot and frequently washing hands helps protect our community, reduce unnecessary health costs, and keeps Vermonters healthy." [#healthcareheros](#) [#fightflu](#) [#WashYourHands](#) [#NationalHandwashingAwarenessWeek](#) [#NationalInfluenzaVaccinationWeek](#)

## 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](mailto:public@onecarevt.org).

**OneCare Vermont Accountable Care Organization  
Board of Managers Resolution  
December 21, 2021**

**Financial Management**

**BE IT RESOLVED**, by the Board and as recommended by the Finance Committee, as follows:

That all depository bank(s) or financial institution(s) of OneCare are hereby authorized and directed to pay or otherwise honor or apply, without inquiry and without regard to the application of the proceeds thereof, checks, drafts, notes, bills of exchange, acceptances, undertakings and other instruments or orders for the payment, transfer, or withdrawal of money for whatever purpose and to whomsoever payable, including those drawn to the individual order of a signer, when signed, accepted, or endorsed by the following subject to the terms of this Resolution and the Ninth Amended and Restated Operating Agreement ('the Operating Agreement'):

Chief Executive Officer, OneCare VT  
Vice President of Finance – ACO  
VP and COO - OneCare

**FURTHER RESOLVED:** That any one of the above is hereby authorized, on behalf of OneCare, subject to the terms of this Resolution, the OneCare Disbursement Authority Policy 04-06 as approved by the Board of Managers, and the limitations set forth in Section 4.2 of the Operating Agreement:

1. To borrow money and to obtain credit for OneCare from the depository banks(s) or financial institution(s) on any terms and to execute and deliver notes, drafts, acceptances, instruments of guaranty, agreements, and any other obligations of the Corporation therefore, in form satisfactory to the bank(s) or financial institution(s).
2. To pledge or assign and deliver, as security for money borrowed or credit obtained, stocks, bonds, mutual funds, securities, bills receivable, accounts, mortgages, merchandise, bills of lading or other shipping documents, warehouse receipts, insurance policies, certificates and any other property held by or belonging to OneCare, with full authority to endorse, assign, transfer, or guarantee the same in the name of OneCare.
3. To execute from time to time any and all documents, instruments, agreements, and deeds necessary or appropriate to transfer, sell, assign, or otherwise convey all or a portion of real property and buildings owned by OneCare upon the terms and conditions as he/her or they, in his/her or their sole discretion, may deem necessary or appropriate.
4. To discount any bills receivable or any paper held by OneCare, with full authority to endorse the same in the name of OneCare.



5. To withdraw from the bank(s) or financial institution(s) and give receipt for or to authorize the bank(s) or financial institution(s) to deliver to bearer or to one or more designated persons all or any documents and securities or other property held by it, whether held as collateral security, for safekeeping, or for any other purpose.
6. To sell or to authorize and request the bank(s) or financial institution(s) to purchase or sell, for the account of OneCare, foreign exchange, stocks, bonds, and other securities.
7. To apply for and receive letters of credit and to execute and deliver all necessary or proper documents for that purpose including indemnity agreements, acceptance agreements, trust receipts, guarantees for missing documents, and any of the various instruments which may arise incident to letter of credit transactions and/or acceptance financing.
8. To execute and deliver all instruments and documents required by the bank(s) or financial institution(s) in connection with any of the foregoing matters and to affix the seal of OneCare
9. To authorize other individuals employed by OneCare to as signers on petty cash checking accounts of OneCare, not to exceed \$5,000 per account.

**FURTHER RESOLVED:** That pursuant to Section 4.2 of the Operating Agreement, all financial transactions with a value in excess of \$100,000 shall require authorization of a supermajority of the Board, as specified therein. Authorization shall be reflected in a Resolution of the Board of Managers (a Board approved operating budget shall meet this requirement for a Resolution) and such transactions shall require the signature of two (2) authorized signers. Such authority may be general or confined to specific instances as the Board shall direct.

**FURTHER RESOLVED:** All other Financial Management Resolutions and any authority granted therein, with the exception of the Financial Management Resolution approved by the Board on September 18, 2020 granting specific authority to the OneCare Chief Executive Officer, are hereby revoked.

**FURTHER RESOLVED:** That this instrument be inserted in the corporate minutes book of the Corporation.

This certificate is dated as of December 21, 2021.

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Chair of the Board of Managers



## OneCare Vermont Accountable Care Organization Board of Managers Resolution

December 21, 2021

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

1. The Board, as recommended by the Finance Committee, hereby approves updating the incumbents for the following positions identified in the Financial Management Resolution as follows:
  - Victoria Loner - Chief Executive Officer, OneCare VT
  - Thomas Borys - Vice President of Finance – ACO
  - Sara Barry - VP and COO - OneCare



## Board of Managers Summary of Policy Changes

### Public Session

December 2021

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

- **01-02 Conflict of Interest and related COI Form** *(formerly numbered 07-06)*
  - **Purpose:** To provide a comprehensive statement of OneCare's policy for the avoidance, timely identification, and resolution of conflicts of interest that may adversely affect business or professional decision-making by OneCare or Interested Persons.
  - **Key Changes:** The policy was updated in the following ways:
    1. To shift responsibility for the identification and management of Conflicts of Interest from the CCPO to the Chief Legal Counsel due to the requirement for making legal determinations associated with this process;
    2. To reflect OneCare's change to non-profit status, resulting in the inclusion of Section VII and adjustment of terminology;
    3. To include the Audit Committee, as necessary, and a COI Working Group into the process, with the COI Advisory Group being available for consultation and participation in certain determinations related to Section 4958 of the Internal Revenue Code, as described in Sections VI and VII, respectively; and
    4. To align more closely with the structure and terminology used in UVMHN's COI Policy as a means of promoting consistency of understanding and responsive disclosures by Interested Persons. Basic concepts underlying COI determinations have not changed.
  - **Committee Endorsement:** Audit Committee (December 2021) – received via asynchronous email communication between the CCPO and Members of the Audit Committee.

<b>Policy Number &amp; Title:</b>	01-02 Conflict of Interest
<b>Responsible Department:</b>	Legal
<b>Author:</b>	Gregory Daniels, Chief Compliance and Privacy Officer
<b>Original Implementation Date:</b>	September 4, 2012
<b>Revision Effective Date:</b>	January 1, 2022

- I. **Purpose:** The purpose of this policy is to provide a comprehensive statement of OneCare’s policy for the avoidance, timely identification and resolution of conflicts of interest that may adversely affect business or professional decision-making by OneCare or by Interested Persons. The Policy is intended to supplement, but not replace, any applicable Federal or Vermont law governing conflicts of interest applicable to OneCare, as well as any relevant policies that may also apply.
- II. **Scope:** This policy applies to all of OneCare Vermont’s (“OneCare”) Officers, Board Members, members of the Population Health Committee, its Director of Value Based Care, and any Workforce member who exercises substantial influence over OneCare’s business decisions or affairs (“Interested Person(s)").

- 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:

ACO Activities refers to activities engaged in by OneCare to promote accountability for the quality, cost, and overall care for a Payer’s Attributed Population, including managing and coordinating care, encouraging investment in infrastructure, and redesigning care processes for high quality and efficient delivery of services, as well as other activities, obligations, or duties required of an ACO under federal or state law.

ACO Program Agreement refers to an agreement between OneCare and a Payer for the performance of ACO Services.

ACO Services refers to services OneCare provides to a Payer’s Attributed Population as set forth in an ACO Program Agreement.

Audit Committee means the Audit Committee of the OneCare Board of Managers.

COI Certification Form means a conflict of interest questionnaire and certification form, as approved and updated from time to time by the Audit Committee.

COI Advisory Group refers to the group available to OneCare’s Chief Legal Counsel for consultation concerning potential Conflicts of Interest as described in this Policy. The working group consists of Chief Legal Counsel, the Chief Compliance and Privacy Officer, the Vice President of Finance, and a Workforce member designated by the Chief Operating Officer who possesses a professional license or certification, or sufficient equivalent professional experience, relating to the tax obligations of non-profit organizations.

Compensation Arrangement means any employment, consulting, or other arrangement involving the receipt of money or other financial benefits during the past three years, or the receipt of gifts or gratuities that is not permitted by a relevant OneCare policy.

Conflict of Interest (COI) refers to any real or perceived barrier, such as a Personal Interest, that would prevent an Interested Person from being impartial and loyal to OneCare's interests.

Controlled Entity means an entity in which an Interested Person has a 35% or greater ownership or beneficial interest.

Disqualified Person has the meaning indicated in section VII(A) below.

Fiduciary Interest means participation as a trustee, director or officer of a Network Member, Subcontractor, or Vendor.

Financial Interest means any direct or indirect ownership interest in a Network Member, Subcontractor, or Vendor.

Immediate Family means an Interested Person's spouse, parent or step parent, children and their spouses, as well as brother(s) and sister(s) and their spouses.

Interested Person(s) has the meaning indicated in the Scope section above.

Network Member refers to any Participant or Preferred Provider that has entered into a Contract with OneCare to provide ACO Services.

Officer means OneCare's Chief Executive Officer, Chief Operating Officer, Chief Medical Officer, Chief Compliance and Privacy Officer, and its Vice President of Finance.

Personal Interest means a Financial Interest, Compensation Arrangement, or Fiduciary Interest with or in a Network Member, Subcontractor, or Vendor by the Interested Person, a member of their Immediate Family, their Significant Other, or their Controlled Entity.

Significant Other means a person with whom an Interested Person has a civil union or a similar legal or personal relationship.

Subcontractor means a third party which has entered into a Contract with OneCare delegating the performance of certain ACO Activities.

Vendor means a third party which is doing business or may be seeking to do business with OneCare either for the purpose of providing products or services.

- IV. Policy:** Interested Persons should at all times: (i) act in a manner that the Interested Person reasonably believes to be in the best interests of OneCare; (ii) comply with the conflict of interest disclosure and management procedures set forth in this Policy; (iii) seek to avoid Personal Interests that may create a real or perceived a conflict with the professional obligations or fiduciary duties of the Covered Person or the interests of OneCare and may adversely affect business or professional decisions; and (iv) refrain from participating in operational, strategic, or professional decisions for OneCare in which the Covered Person has a Personal Interest.

In determining the proper management of Personal Interests that may give rise to multiple Conflicts of Interest, consideration will be given to OneCare's participation in the Vermont All-

Payer Accountable Care Organization Model, the regulatory requirement that ACO Boards be composed of a proscribed percentage of Participants and number of Payer-specific Beneficiaries, and its continued ability to meet its obligations as an ACO. For example, should a Personal Interest common to Interested Persons across a category of Participants, such as Board Member employment by hospitals, result in the inability to establish a quorum to vote on whether to approve an ACO Program Agreement, management of such potential Conflicts of Interest must favor OneCare's continued ability to meet its obligations as an ACO.

This Policy shall be administered by the Board of Managers, its Audit Committee, and the Chief Legal Counsel as described below.

**V. Disclosure:**

**A. Disclosure by Interested Persons:** Interested Persons shall disclose Personal Interests and any real or potential conflicts of interest that may affect their decision-making, as follows:

1. Initial Disclosure. Each Interested Person shall complete and return a COI Certification Form prior to the commencement of their employment or term of office.
2. Annual Disclosure. Each Interested Person shall complete and return an updated COI Certification Form at least once per calendar year in accordance with a procedure established by the Chief Legal Counsel, and if applicable, will provide additional information requested by the COI Advisory Group, Audit Committee, or Board of Managers regarding any Network Member, Subcontractor, Vendor, or other third party with which they have a relationship or Personal Interest referenced in the COI Certification Form.
3. Interim Disclosure.
  - a. By Board Members and Officers. Board Members shall disclose to the Board of Managers, and Officers shall disclose to the Chief Legal Counsel, any Personal Interest involving a Network Member, Subcontractor, Vendor, or other third party, prior to participating in any discussion or decision involving that Network Member, Subcontractor, Vendor, or other third party, and shall refrain from participating in any decision involving that Network Member, Subcontractor, Vendor, or other third party.
  - b. By Members of the Population Health Strategy Committee. Prior to participating in any discussion or decision concerning whether OneCare will make certain discretionary payments to Network Members in which they have a Personal Interest, such as discussions or decisions affecting the awarding of VBIF payments, members of the Population Health Strategy Committee shall disclose such Personal Interests to the Chief Legal Counsel .
  - c. By Other Interested Persons. Any other Interested Person shall submit a COI Certification Form (i) if they serve on an ad hoc or established committee the purpose of which is to recommend or influence purchasing or payment decisions; (ii) if they are a Workforce member with responsibility for recommending purchasing decisions or selecting Subcontractors or Vendors; or (iii) upon request of the Audit Committee

or the Chief Legal Counsel, or otherwise at any time they first believe they have a Personal Interest that may give rise to a Conflict of Interest.

- B. Disclosure by Subcontractors and Vendors:** From time to time, as a condition of doing business with OneCare, the Chief Legal Counsel shall require Subcontractors and Vendors to disclose any Personal Interests of Interested Persons, to the extent of the Subcontractor's or Vendor's knowledge.

**VI. Review and Management:**

- A. Review by Chief Legal Counsel:** The Chief Legal Counsel shall review all COI certifications at the time they are submitted and report any disclosed Personal Interests or Conflicts of Interest to the Audit Committee for review and, if necessary, a decision as to the appropriate management of the matter consistent with this Policy. The decision will be communicated promptly to the affected Interested Person.
- B. COI Advisory Group Consultation:** For additional input regarding whether a Conflict of Interest exists, appropriate management of the matter, and compliance with Intermediate Sanctions Rules as set forth in Section VII(A), the Chief Legal Counsel, or the Audit Committee in the case of Board Members, may consult with the COI Advisory Group at their discretion. Members of the COI Advisory Group will maintain confidentiality concerning any such consultations unless disclosure is required by law.
- C. Management of Conflicts:** Decisions as to the appropriate management of a conflict of interest include the following:
1. Recusal. In all cases, an Interested Person with a Personal Interest relating to a specific Network Member, Subcontractor, Vendor, or other third party should refrain from voting, or participating on behalf of OneCare, or from exercising influence or control, with respect to decisions or actions affecting or benefiting that Network Member, Subcontractor, or Vendor.
  2. Participating on Committees. No Interested Person with a Personal Interest in a Network Member, Subcontractor, or Vendor may participate in committees, including the Population Health Strategy Committee, that function principally to make decisions that may affect that Network Member, Subcontractor, or Vendor.
  3. Divestiture. If the Personal Interests of an Interested Person is deemed to be of sufficient magnitude to adversely affect the interest of OneCare, the Interested Person may be requested to divest or disassociate from the Personal Interest.
- D. Appeals:** An Interested Person who disagrees with a decision of the Chief Legal Counsel with respect to the management of a Conflict of Interest may appeal to the Audit Committee, and an Interested Person who disagrees with a decision of the Audit Committee may appeal to the Board of Managers.
- E. Report to Audit Committee:** The Chief Legal Counsel shall report all disclosures and related decisions to the Audit Committee at least quarterly.

**VII. Transactions Involving “Disqualified Persons”:**

**A. Compliance with Intermediate Sanctions Rules:** In order to comply with the intermediate sanctions safe harbor contained in Section 4958 of the Internal Revenue Code and underlying rules (the “Intermediate Sanctions Rules”), OneCare shall follow certain special procedures for review and approval of transactions with Board Members, Officers, members of the Population Health Strategy Committee, the Director of Value Based Care, and any other person who has been in a position to exercise substantial influence over the affairs of OneCare during the five years prior to the transaction, as determined by the Chief Legal Counsel in consultation with the COI Advisory Group. Such persons are considered to be “Disqualified Persons” under the Intermediate Sanctions Rules.

1. **Special Procedures:** The special procedures are as follows:  
Compensation arrangements with Officers and any Disqualified Persons shall be subject to review by the disinterested members of the Board of Managers in accordance with its Charter.
2. Transactions with a Network Member, Subcontractor, Vendor, or other third party in which a Disqualified Person has a Personal Interest shall be subject to prior approval by majority vote of the Board of Managers, provided no Board Member with a Personal Interest in the transaction votes on the matter.
3. Prior to taking action on the transaction, the Board of Managers must rely on appropriate data, including independent expert opinion, as to the fair value and reasonableness of the transaction.
4. The basis for the decision of the Board of Managers must be documented in the minutes.

**VIII. Violations:** If the Audit Committee has reasonable cause to believe that an Interested Person has failed to disclose a Personal Interest or otherwise violated this Policy, it shall inform the Interested Person of the basis for such belief in writing and afford the Interested Person an opportunity to explain the alleged violation. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Audit Committee determines that the Interested Person has in fact failed to disclose a Personal Interest or otherwise violated this Policy, it shall direct that appropriate disciplinary and corrective action, which may include termination of employment and/or appointment, be taken. In cases where such violation results in significant damage to the interests of OneCare, civil action may be initiated if appropriate. Any decision of the Audit Committee may be appealed to the Board of Managers for resolution by majority vote.

**IX. Records of Proceedings:** Written records shall be maintained of Chief Legal Counsel’s determinations, as well as minutes of any meetings and proceedings of the Audit Committee and the Board of Managers, with respect to the management and resolution of Conflicts of Interest in accordance with this Policy.

**X. Review Process:** This Policy and the COI Certification Form shall be reviewed annually and updated to be consistent with the requirements established by the Board, OneCare Leadership,



all applicable laws, and applicable accrediting and review organizations.

**XI. References:**

- OneCare's ACO Program Agreements with Payers
- OneCare's Policy and Procedure Glossary
- COI Certification Form

**XII. Related Policies/Procedures:**

- 06-01 Record Retention Policy
- 07-02 Compliance Policy
- 07-07 Code of Conduct Policy

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

**Management Approval:**

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Chief Operating Officer	Date
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Chief Legal Counsel	Date
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**Board of Managers Approval:**

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Chair, OneCare Vermont Board of Managers	Date
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## Conflict of Interest (COI) Disclosure and Certification Form

### PURPOSE

The purpose of this Conflict of Interest Disclosure and Certification Form ("COI Form") is to identify any business, financial, and/or personal interests that you or an Immediate Family member may have that might conflict with the interests of OneCare Vermont and require review under OneCare's Conflict of Interest policy. This COI Form must be completed prior to commencement of employment or engagement on a Board of Committee, annually, and as necessary thereafter to disclose conflicts or potential conflicts by Interested Persons doing business for or on behalf of OneCare Vermont.

### DEFINITIONS

The following definitions are taken from *07-06 Conflicts of Interest* policy:

ACO Activities refers to activities engaged in by OneCare to promote accountability for the quality, cost, and overall care for a Payer's Attributed Population, including managing and coordinating care, encouraging investment in infrastructure, and redesigning care processes for high quality and efficient delivery of services, as well as other activities, obligations, or duties required of an ACO under federal or state law.

ACO Program Agreement refers to an agreement between OneCare and a Payer for the performance of ACO Services.

ACO Services refers to services OneCare provides to a Payer's Attributed Population as set forth in an ACO Program Agreement.

Conflict of Interest (COI) refers to any real or perceived barrier, such as a Personal Interest, that would prevent an Interested Person from being impartial and loyal to OneCare's interests.

Controlled Entity means an entity in which an Interested Person has a 35% or greater ownership or beneficial interest.

Fiduciary Interest means participation as a trustee, director or officer of a Network Member, Subcontractor, or Vendor.

Financial Interest means any direct or indirect ownership interest in a Network Member, Subcontractor, or Vendor.

Immediate Family means an Interested Person's spouse, parent or step parent, children and their spouses, as well as brother(s) and sister(s) and their spouses.

Interested Person means a member of the Board of Managers, the Population Health Committee, Chief Executive Officer (CEO), Chief Operations Officer (COO), Chief Privacy and Compliance Officer (CCPO), Chief Medical Officer (CMO), Vice President of Finance, Director of Value Based Care and any other Workforce member, position or person determined to exercise substantial influence over the business affairs of OneCare.

Network Member refers to any Participant or Preferred Provider that has entered into a Contract with OneCare to provide ACO Services.

Personal Interest means a Financial Interest, Compensation Arrangement, or Fiduciary Interest with or in a Network Member, Subcontractor, or Vendor by the Interested Person, a member of their Immediate Family, their Significant Other, or their Controlled Entity.

Significant Other means a person with whom an Interested Person has a civil union or a similar legal or



personal relationship.

Subcontractor means a third party which has entered into a Contract with OneCare delegating the performance of certain ACO Activities.

Vendor means a third party which is doing business or may be seeking to do business with OneCare either for the purpose of providing products or services.



## Conflicts of Interest (COI) Disclosure and Certification Form

**IMPORTANT: This form requires all questions to be completed for proper submission. For questions that are not applicable, please enter "NA" in the field and continue to the next question.**

Name: \_\_\_\_\_

Personal Interest with OneCare (e.g. Position Title, Board, Committee, etc.): \_\_\_\_\_

Employer: \_\_\_\_\_

### Question 1

Do you, an Immediate Family member, or Significant Other have a Fiduciary Interest in any Network Member, Subcontractor, or Vendor, or in any other entity with which OneCare transacts business?

No ☐

Yes ☐

If yes, please provide:

- The name of the Individual with the Fiduciary Interest: \_\_\_\_\_
- The name of the Network Member, Subcontractor, Vendor, or other entity: \_\_\_\_\_
- A brief statement describing the nature of this Fiduciary Interest: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

### Question 2

Do you, an Immediate Family member, Significant Other, or Controlled Entity have a Financial Interest in any Network Member, Subcontractor, or Vendor, or in any other entity with which OneCare transacts business?

No ☐

Yes ☐

If yes, please provide:

- The name of the Individual or entity with the Financial Interest: \_\_\_\_\_
- The name of the Network Member, Subcontractor, Vendor, or other entity: \_\_\_\_\_
- A brief statement describing the nature of this Financial Interest, including whether its value exceeds \$5000.00: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

### Question 3

Do you, an Immediate Family member, or Significant Other have a Fiduciary Interest in any entity negotiating with OneCare to become a Network Member, Subcontractor, or Vendor, or in any other entity negotiating with OneCare to transact business?

No ☐

Yes ☐

If yes, please provide:

- The name of the Individual with the Fiduciary Interest: \_\_\_\_\_
- The name of the Network Member, Subcontractor, Vendor, or other entity: \_\_\_\_\_
- A brief statement describing the nature of this Fiduciary Interest: \_\_\_\_\_



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**Question 4**

Do you, an Immediate Family member, Significant Other, or Controlled Entity have a Financial Interest in any entity negotiating with OneCare to become a Network Member, Subcontractor, or Vendor, or in any other entity negotiating with OneCare to transact business?

No ☐

Yes ☐

If yes, please provide:

- The name of the Individual or entity with the Financial Interest: \_\_\_\_\_
- The name of the Network Member, Subcontractor, Vendor, or other entity: \_\_\_\_\_
- A brief statement describing the nature of this Financial Interest, including whether its value exceeds \$5000.00: \_\_\_\_\_

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**Question 5**

Do you, an Immediate Family member, Significant Other, or Controlled Entity have a relationship of any other kind with an entity or individual that may reasonably be considered to be in conflict with the interests of OneCare?

No ☐

Yes ☐

If yes, please provide:

- The name of the Individual or entity with the relationship: \_\_\_\_\_
- The name of the other individual or entity: \_\_\_\_\_
- A brief statement describing the nature of the relationship and potential Conflict of Interest: \_\_\_\_\_

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**Question 6**

Have you, an Immediate Family member, Significant Other, or Controlled Entity acquired a loan or grant from a Network Member, Subcontractor, Vendor, or any other individual or entity with which OneCare transacts business, or is negotiating to transact business?

No ☐

Yes ☐

If yes, please provide:

- The name of the Individual or entity that acquired the loan or grant: \_\_\_\_\_
- The name of the other individual or entity: \_\_\_\_\_
- A brief statement describing the nature and amount of the loan or grant: \_\_\_\_\_

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Submission of this form certifies that I have read and understand OneCare's *07-06 Conflicts of Interest* policy and, to the best of my knowledge, my answers to the questions above are true and complete.

I understand that if I am, or become, involved in a situation where a Conflict of Interest might exist, or be perceived to exist, I may be asked to excuse myself from any related discussions, meetings, or interactions, and otherwise comply with conditions or restrictions imposed by the ACO, Legal Counsel, Audit Committee, or Board to manage the Conflict of Interest as set forth in OneCare's *07-06 Conflicts of Interest* policy. I will comply with such actions, conditions, and restrictions.



I agree to submit a COI Certification Form annually, and any time a Conflict of Interest not previously disclosed arises.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name



OneCare Vermont

OneCare Vermont Accountable Care Organization  
Board of Managers Resolution Appointing Representative to the  
Board of Managers and to the Executive Committee  
December 21, 2021

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

The Board, having reviewed and discussed the recommendations of the Nominating Committee and the qualifications of the candidate, hereby elects to seat the following Manager:

- A. Steve Gordon, Manager in the seat of an At Large Manager to resume his current term ending on January 31, 2024 until such time as a replacement Manager can be found, or until he completes his role as CEO of Brattleboro Memorial Hospital; and
- B. Steve Gordon, to serve on the Executive Committee, so long as he is a Manager in good standing.

# Diversity, Equity, and Inclusion Focus Group Findings and Next Steps

Vicki Loner, CEO

*December 21, 2021*



**OneCare Vermont**

[onecarevt.org](http://onecarevt.org)



# Importance of DEI

- OneCare serves diverse providers, who serve diverse patients.
- The following value was developed by OneCare board representatives and employees:

**Equity: We seek out and attend to health disparities so that everyone can attain their full health potential.**



# DEI in Governance Survey

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- Leadership and the board have been working with Stephen Graves, Senior DEI Consultant at All In Consulting.
- Vicki and Stephen surveyed members of the OneCare board and all OneCare committees to:
  - Find out the group's comfort discussing diversity, race, and related topics;
  - Gather input about how to proceed with increasing representation and equitably including people not currently well represented in governance; and
  - Learn about demographic representation and diversity in current OneCare governance.

# Survey Findings

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- The survey found that governance has no representation of Black, Indigenous, and People of Color (BIPOC); low representation of LGBTQIA+; and low representation of people living with physical and/or developmental disabilities.
- Survey respondents recommended going directly to people who are not represented to learn more about how to include them, what they would need to participate in OneCare governance, and their interest in OneCare's work.

# Focus Groups

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- Stephen recommended holding paid focus groups to help inform how our board and committees can be inclusive and equitable for people who are BIPOC, LGBTQIA+, and/or living with disabilities.
- OneCare reached out to advocacy groups representing people who are BIPOC, LGBTQIA+, and living with disabilities.
- There was a strong response, especially from People of Color.
- Stephen conducted three focus groups for which participants were paid. 9 people who are BIPOC participated and 8 people who are living with disabilities and/or are their caregivers participated.

# People who are BIPOC – Focus Groups

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People shared the following reasons for participating:

- To make a difference in health outcomes
- To have space and influence to dictate what happens in BIPOC communities; committed to empowering and taking care of community
- Curiosity: In general, women of color negatively impacted by healthcare
- Personal experience of being uninsured

# People who are BIPOC – Focus Groups

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Experiences in health care that BIPOC participants shared are:

- Experiences of racism and microaggressions
- Lack of dignity and humanity from health care providers
- Fear of accessing health care due to trauma and difficulty trusting the health care system
- Costs of healthcare when uninsured and barriers to accessing insurance

# People Living with Disabilities – Focus Group

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Key themes that people with disabilities and their caregivers shared are:

- Patients are often patronized by health care providers
- Attitudes of organizations toward people with disabilities
- Difficulty accessing services including services not being covered by insurance, being sent out-of-state for services, and being turned away from the emergency department

# BIPOC Participation Requirements

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People who are BIPOC shared that to participate on the board and committees, the following are needed:

- BIPOC perspectives must carry weight
- Accountability and power-sharing from OneCare
- White people must commit doing the work of antiracism, avoid tokenizing BIPOC, and attempt to repair when causing harm
- Clarity regarding commitment and time for participating
- Compensation for time, service, and labor
- Responsiveness and systems to respond to issues
- Access to information to make informed decisions, including to population health data



# People with Disabilities Participation Requirements

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People who are living with disabilities shared that to participate on the board and committees, the following are needed:

- Accessibility to meetings and information
- Materials sent in advance for time to process
- Inclusion of people with both physical and psychiatric disabilities
- Education about ACOs and the committee scope/charter
- All board and committee members participate in cultural/diversity sensitivity training
- Address challenges with accessibility: visual accessibility for people who are blind or low vision; transcription, interpreter services, and visual cues for people who are deaf or hard of hearing

# Next Steps: Proposal for DEI in 2022

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OneCare is positioned to expand and grow our practices of diversity, equity, and inclusion in governance, through our support of providers in the ACO network, and within our own organization.

# DEI 2022: In Governance

Activity	Responsible Parties	Timing
Set corporate goals that incorporate DEI for 2022.	Senior Leadership, Board of Managers	Q4 2021-Q1 2022
Determine how to incorporate health equity into the evolving clinical committee structure and use measurable objectives to determine success.	CMO, Director of Value-Based Care	Q1 2022
Develop and implement standard board and committee meeting procedures and/or group agreements to ensure equity and accessibility. Examples include using visual descriptors when low vision or blind attendees are present; offering ASL interpreter services when deaf or hard of hearing attendees are present; offering the opportunity to pause the agenda to address impacts of harmful comments; offering DEI training to the board and/or committees; including DEI in board onboarding process.	COO, Director of Public Affairs, Comms Strategist	Q1-Q2 2022
Develop a written recruitment strategy to ensure inclusivity in OneCare governance (committees and advisory groups). Explore opportunities to recruit diverse board managers including at large managers, diverse consumer representatives, and diverse provider representatives. Include education plan to orient new representatives to OneCare and ACOs.	COO, Director of Public Affairs, Comms Strategist	Q1 2022
Execute recruitment strategy to develop a diverse and inclusive governance structure, building in supports for successful onboarding. Examples include peer mentorship, orientation, and affinity group allyship. Align efforts with evolution of clinical committee structure so that they are able to participate fully.	COO, Director of Public Affairs, Comms Strategist	Q2-Q4 2022
Report DEI progress to the Board of Managers regularly (at least quarterly).	CEO, COO	Q1-Q4 2022
Engage 60% of board and committee members in diversity, equity, and inclusion training.	COO, Director of Public Affairs, Comms Strategist	Q1-Q4 2022



# DEI 2022: For the ACO Provider Network

Activity	Responsible Parties	Timing
Assess current availability of demographic and social determinants of health data for OneCare attributed lives, including but not limited to: geographic location, age, race and ethnicity, social class, disability, New American populations, gender identity, and sexual orientation.	Director of Value Based Care	Q1-Q2 2022
Develop a plan to find and incorporate new sources of demographic and social determinants of health data in future program years. This may include partnerships with payers, HIEs, or other data sources.	COO, Director of Value Based Care	Q3-Q4 2022
Examine the roles of health equity and health access in OneCare's clinical prevention strategy. Develop a plan to address health equity and health access that aligns with clinical prevention programming.	CMO, Director of Value Based Care, Director of Public Affairs, RiseVT Staff	Q2-Q4 2022

# DEI 2022: Internal to OneCare

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Activity	Responsible Parties	Timing
Set organizational and team goals that incorporate DEI for 2022.	Senior Leadership Team, Leadership Team	Q4 2021
Identify a list of available partnerships and resources with UVMHN for internal DEI efforts.	CEO, COO	Q1 2022
Conduct an anonymous staff survey through a third party and ask questions about DEI, comfort with DEI topics, and room for improvement at OneCare. Include demographics so that differing experiences based on identity are understood. Share results with staff at an all-staff meeting.	Culture Ambassadors	Q1-Q2 2022
Include DEI topics regularly at all-staff meetings (at least quarterly).	Culture Ambassadors, COO	Q1-Q4 2022
Review staff survey results and determine next steps. Examples: Offer all-staff DEI training, mentorship opportunities, discussion/learning groups, and/or affinity groups. Build in a regular cadence for staff survey.	Culture Ambassadors, COO	Q3 2022

# Clinical Committee Structure Discussion

Carrie Wulfman, MD

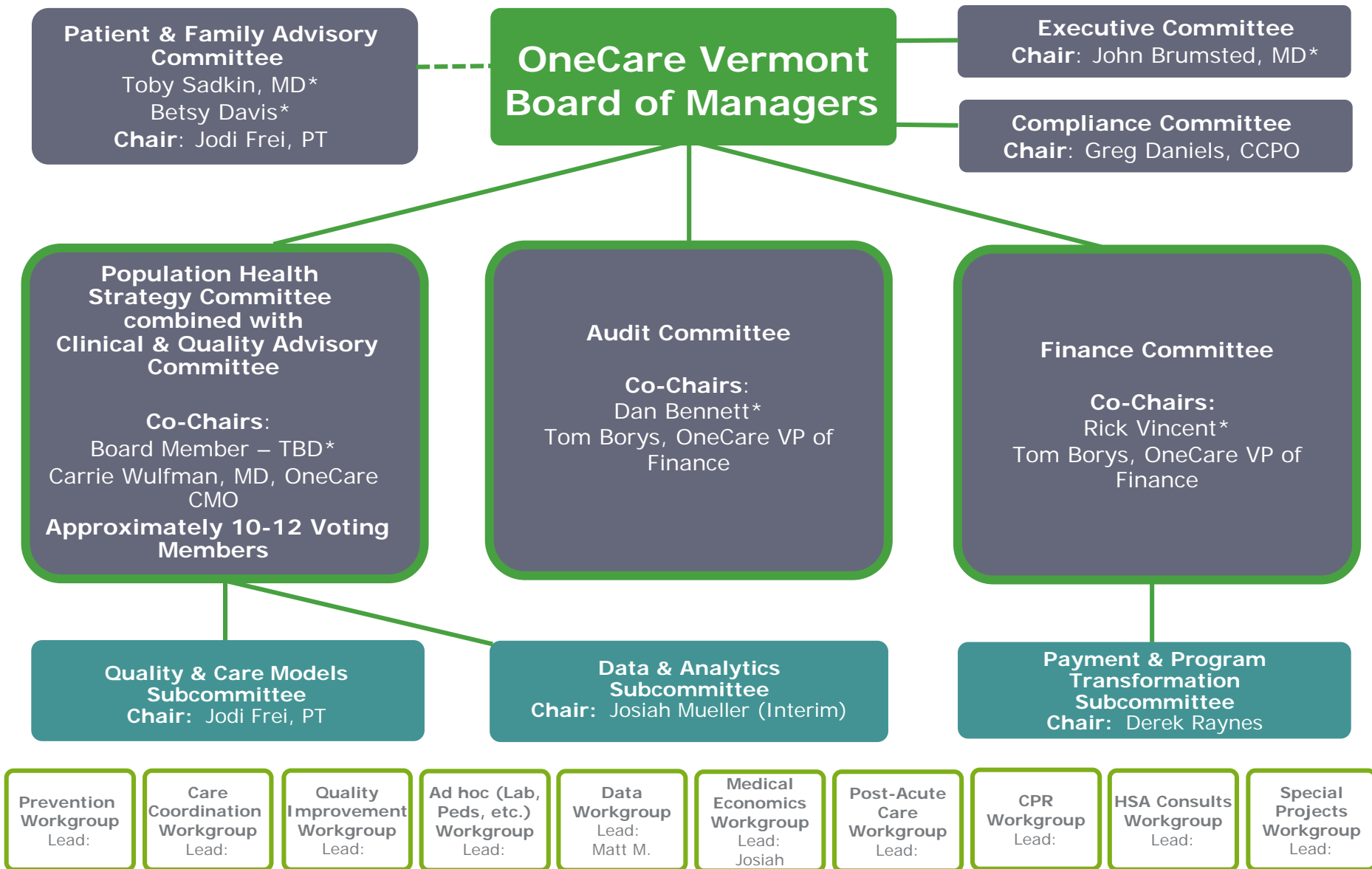
*December 21, 2021*



**OneCare Vermont**

[onecarevt.org](http://onecarevt.org)

# OneCare Vermont Committee Structure



\* Board Managers



OneCare Vermont Accountable Care Organization  
Board of Managers Resolution to Move to Executive Session  
December 21, 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; and (3) the status of ongoing contract negotiations.