



**OneCare Vermont Accountable Care Organization, LLC**  
**Board of Managers Meeting**  
**January 18, 2022**  
**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 January 18, 2022.

I. Call to Order and Board Announcements

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

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

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

III. Consent Agenda Items

As part of the distributed pre-meeting materials, the Board received Consent Agenda Items including: (1) Draft OneCare Public Session Minutes December 21, 2021; (2) Board Committee Reports January 2022; (3) Financial Statement Package November 2021; (4) Public Affairs Report January 2022; (5) Summary of Policy Changes; (6) 02-04-PY22 Community Care Coordination Program Policy PY 2022; (7) 04-06 Disbursement Authority; and (8) 04-16-PY22 Community Care Coordination Payments PY 2022.

A Motion to Approve the Consent Agenda Items was made by D. Bennett seconded by S. LeBlanc, and approved by supermajority. R. Vincent and S. Lowell were not present for the vote.

IV. Governance

Board Chair Dr. Brumsted described the resolution. Vicki Loner, Chief Executive Officer, described the seat vacancies and the qualifications of the candidates.

A Motion to Approve the Resolution Appointing Board Manager and Chair of Population Health Strategy Committee was made by T. Dee, seconded by S. LeBlanc, and approved by supermajority. R. Vincent and S. Lowell were not present for the vote.

V. Legislative Session Discussion

Amy Bodette, Director of Public Affairs, introduce Lucie Garand, Government Relations Consultant with MMR. Ms. Garand described that Senate Pro Tem Becca Balint and House Speaker Jill Krowinski outlined their legislative priorities. Governor Scott delivered his State of the State address on January 5 and described his \$7.7B 2022 budget today, which funds among other things most of the workforce development initiatives he outlined in his State of the State address. The budget includes \$25M to support hospitals and providers, to stabilize the health care system, to add workforce, and to make more hospital beds available. Gov. Scott is also interested in expanding mobile mental health response units and expanding suicide prevention efforts. The first two weeks of the State legislative session have focused on the budget adjustment act which is incredibly complex and larger than usual due to the pandemic. The legislature is working to pass Act 6 to provide additional relief for the pandemic. The House Health Care committee is taking testimony on the Federal No Surprises Act to begin enforcing the law at the state level. The Senate Committee on Health and Welfare is working on a statewide mask mandate and will be taking testimony on affordable accessible health care. Health Care Reform and the State Auditor bill will be taken up by both committees. The Board discussed the opportunity for out-of-state providers to provide care to Vermonters via telehealth if legislation to do so is approved.

VI. Conflict of Interest Training

Greg Daniels, Chief Compliance and Privacy Officer, described the purpose of the Conflict of Interest Training and defined pertinent terms. Mr. Daniels presented and explained OneCare's Conflicts of Interest policy that requires: initial disclosure, annual disclosure, and interim disclosure. Conflicts can be managed by recusal, participating on committees, and divestiture, and Mr. Daniels outlined specific considerations for OneCare as an Accountable Care Organization (ACO). Mr. Daniels gave specific examples of conflict of interest and asked the Board of Managers to contact him directly with questions pertinent to individual conflict of interest situations. Mr. Daniels noted that compensation arrangements will need to be added to Question 5 on the Conflict of Interest form. Additional details can be found in the meeting materials.

VII. ACO Waivers – What Are They?

Linda Cohen, Assistant General Counsel for Contracting and Clinical Innovation, provided foundational education regarding ACO Fraud and Abuse Waivers. ACOs are an innovation program at the Centers for Medicare and Medicaid Services (CMS) and Fraud and Abuse Waivers are part of the toolkit CMS provides to ACOs. Waivers protect arrangements involving ACOs and Participants that might otherwise not meet Anti-Kickback and Stark laws. CMS gives ACOs Waivers to move out of the traditional regulatory framework so that they can succeed in an innovative framework. The ACO must actively participate in the use of the Waivers and the Waivers can extend for the

duration of ACO participation in the Medicare program. Ms. Cohen gave examples of past Waiver use such as for Psychiatric Urgent Care for Kids.

VIII. Public Comment

There were no public comments.

IX. Move to Executive Session

A Motion to Approve the Resolution to Move to Executive Session was made by M. Costa, seconded by Dr. J. Gilwee and was approved by a unanimous vote.

X. Votes

1. Approve Executive Session Consent Agenda Items – Approved by Majority
2. Approve Resolution Invoking 2022 Participation Waivers – Approved by Majority
3. Approve Resolution Adopting Categories of Appropriate Waiver Uses – Approved by Majority
4. Approve Resolution Adopting 2022 Corporate Goals – Approved by Supermajority

XI. Adjournment

Upon a Motion made by Dr. J. Brumsted, seconded by T. Huebner, and approved by a unanimous vote, the meeting adjourned at 6:32 p.m.

**Attendance:**

OneCare Board Managers

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

- S. Lowell joined the meeting at 4:43 p.m.
- R. Vincent joined the meeting at 5:03 p.m.
- C. Condon departed the meeting at 5:30 p.m.
- B. Bick departed the meeting at 5:57 p.m.

OneCare Risk Strategy Committee

- Dean French, MD
- Steve Leffler, MD

Brian Nall

Shawn Tester

B. Nall joined the meeting at 4:44 p.m.

OneCare Leadership and Staff

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

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

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

DRAFT FOR APPROVAL