



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

January 18, 2022
4:30 p.m. – 6:45 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	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 Board Manager and Chair of Population Health Strategy Committee</i>	John Brumsted, MD
4:40 p.m.	Legislative Session Discussion	Lucie Garand/ Amy Bodette
4:45 p.m.	Conflict of Interest Training*	Greg Daniels
5:10 p.m.	ACO Waivers – What Are They?*	Linda Cohen
5:25 p.m.	Public Comment Move to Executive Session* <i>Vote to Approve Resolution to Move to Executive Session</i>	John Brumsted, MD
6:40 p.m.	Votes 1. Approve Executive Session Consent Agenda Items 2. Approve Resolution Invoking 2022 Participation Waivers 3. Approve Resolution Adopting Categories of Appropriate Waiver Uses 4. Approve Resolution Adopting 2022 Corporate Goals	John Brumsted, MD
6:45 p.m.	Adjourn	John Brumsted, MD

*Denotes Attachments

Attachments:

1. Consent Agenda Items
 - a. Draft OneCare Public Session Minutes December 21, 2021

- b. Board Committee Reports January 2022
 - c. Financial Statement Package November 2021
 - d. Public Affairs Report January 2022
 - e. Summary of Policy Changes
 - f. 02-04-PY22 Community Care Coordination Program Policy PY 2022
 - g. 04-06 Disbursement Authority
 - h. 04-16-PY22 Community Care Coordination Payments PY 2022
- 2. Governance**
- a. Resolution Appointing Board Manager and Chair of Population Health Strategy Committee
- 3. Conflict of Interest Training**
- a. Conflict of Interest (COI) Disclosure and Certification Form
 - b. Conflict of Interest Training Presentation
- 4. ACO Waivers – What Are They? Presentation**
- 5. Resolution to Move to Executive Session**

OneCare Vermont Accountable Care Organization, LLC
Board of Managers Meeting
December 21, 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 December 21, 2021.

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. Chair Brumsted welcomed new board members who introduced themselves: Jen Gilwee, MD, Division Chief of General Internal Medicine Chief at UVMMC, and Tom Huebner, former CEO of Rutland Regional Medical Center.

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 November 16, 2021; (2) Board Committee Reports December 2021; (3) Financial Statement Package October 2021; (4) Public Affairs Report December 2021; (5) OneCare Vermont Financial Management Resolution; (5) OneCare Vermont Incumbent Position Banking Resolution; (6) Summary of Policy Changes; (7) 01-02 Conflict of Interest; (8) Conflict of Interest (COI) Disclosure and Certification Form.

A Motion to Approve the Consent Agenda Items was made by J. Sayles seconded by S. LeBlanc, and approved by supermajority. S. Gordon and S. Lowell were not present for the vote.

IV. Governance

Vicki Loner, Chief Executive Officer, explained that Eilidh Pederson accepted a new position out of state and would no longer join the Board in the At Large seat on January 1, 2022. Steve Gordon agreed to resume his term in the At Large seat if approved.

A Motion to Approve the Resolution Appointing Representative to the Board of Managers and to the Executive Committee was made by T. Dee, seconded by S. May, and approved by supermajority. S. Gordon and S. Lowell were not present for the vote.

V. Diversity, Equity, and Inclusion (DEI) Focus Groups and Next Steps

Ms. Loner explained that equity is one of OneCare's core values and described work with DEI Consultant Stephen Graves to gather information and propose ways to improve representation and equity in OneCare governance. OneCare and Mr. Graves held three focus groups and Ms. Loner described focus group findings. People who are Black Indigenous, and People of Color shared experiences of challenges in the health care system including racism and lack of access to care. People living with disabilities shared about their experiences being patronized by providers, attitudes toward people with disabilities. Ms. Loner described feedback from focus groups regarding what they would need to participate in the board and committees, including accessible meetings, accountability, and compensation. Ginger Irish, OneCare Communications Strategist, outlined OneCare's 2022 plan for DEI in governance, for the ACO network, and within OneCare. Key planned activities in governance are practicing inclusion and offering DEI training. Additional details are available in the public session meetings materials. An opportunity for discussion was offered.

VI. Clinical Committee Structure Discussion

Dr. Carrie Wulfman, OneCare Chief Medical Officer, discussed a proposed new clinical committee structure to align them with OneCare's core capabilities as defined in its 2021-2023 Strategic Plan and with McKinsey consulting data regarding high performing ACOs. The new model includes three subcommittees: Quality & Care Models Subcommittee; Data & Analytics Subcommittee; and Payment & Program Transformation Subcommittee. In this model, workgroups focusing on specific areas and initiatives would report to the subcommittees and committees would be co-chaired by a Board Manager and a senior OneCare staff member. This structure has been endorsed by the Population Health Strategy Committee. Dr. T. Sadkin supported the proposal and explained that aligning the committees and linking to OneCare management will give committee members important background information. The Board discussed how the new structure would support a population health focus, options regarding the permanency and timing of workgroups, and noted that regional meetings to review the new committee structure would be beneficial.

VII. Public Comment

Laura Siegel, State Director of Deaf, Hard of Hearing, Deafblind (DHHDB) Services at the Department of Disabilities, Aging, and Independent Living, shared that she and her team are working closely with the Vermont Department of Health to over COVID vaccine clinics for vaccine for people who are DHHDB. Ms. Siegel is also collaborating with

Vermont RETAIN to educate medical providers around DHHDB return to work and strategizing with Vermont Medical Society and Vermont Association of Hospitals and Health Systems to present best practices for working with DHHDB patients and employees. Ms. Siegel is in the process of developing a template for health care policy to support hospitals in providing consistent services for people who are DHHDB. Chair Brumsted thanked Ms. Siegel for her comments and offered to connect her to Dr. Jackie Hunter, Chief DEI Officer at UVM Health Network.

VIII. Move to Executive Session

A Motion to Approve the Resolution to Move to Executive Session was made by T. Dee, seconded by C. Fort and was approved by a unanimous vote.

IX. Votes

1. Approve Executive Session Consent Agenda Items – Approved by Supermajority.
2. Approve Conditional Resolution to Enter Performance Year 2022 Payer Contracts Approved by Supermajority.

X. Adjournment

Upon a Motion made, seconded, and approved by a unanimous vote, the meeting adjourned at 6:27 p.m.

Attendance:

OneCare Board Managers

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

M. Costa joined the meeting at 4:32 p.m.

S. Lowell joined the meeting at 4:35 p.m.

S. Gordon joined the meeting at 4:35 p.m.

OneCare Risk Strategy Committee

- | | | |
|--|-------------------------------------|---------------------------------------|
| <input type="checkbox"/> Dean French, MD | <input type="checkbox"/> Brian Nall | <input 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
- Martita Giard

Invited Guests

None.

DRAFT FOR APPROVAL

OneCare Board of Managers Committee Reports

January 2022

Executive Committee (meets monthly)

At its January 6 meeting, the Executive Committee discussed the structure of the board and its committees. Acting as the nominating committee, the executive committee nominated the chair of the Population Health Strategy committee and nominated a Board Manager for the Home Health & Hospice seat. Lastly, the committee discussed OneCare Vermont's 2022 corporate goals. The committee is next scheduled to meet on February 3, 2022.

Finance Committee (meets monthly)

At its special meeting December 29 2021, the committee reviewed the GMCB Budget Order update and program targets for Medicare, Medicaid, and commercial payers. Tom Borys, vice president of finance, thanked committee members for their contributions in 2021. At its January 12 meeting, the committee approved November financial statements and meeting minutes. Committee members reviewed the Disbursement Authority Policy and the 2022 Care Coordination Policy and recommended both to the Board of Managers for approval. The committee reviewed the 2021 Program Performance Dashboards for each payer program and discussed the 2022 Fixed Payment Analysis. The committee meets next on February 9, 2022.

Population Health Strategy Committee (meets monthly)

At its January 11 meeting, Linda Cohen, OneCare assistant general counsel, provided an overview of ACO Waivers for committee review and discussion. The committee also reviewed the 2022 Annual Quality Plan and the 2022 Care Coordination Policy. Dr. Carrie Wulfman, OneCare chief medical officer shared the proposed clinical committee structure for review. The next committee meeting is currently being scheduled.

Patient & Family Advisory Committee (meets monthly)

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**

	11/30/2021	10/31/2021	Variance
<u>ASSETS</u>			
Current assets:			
Unrestricted Cash	6,166,881	43,622,860	(37,455,979)
OCV Reserve Funding	4,000,000	4,000,000	-
Advance Funding-Medicaid	11,902,464	11,999,138	(96,674)
Outstanding VBIF	1,110,953	4,395,424	(3,284,471)
Deferred par fees	888,032	1,101,037	(213,005)
Undistributed Grant Funding	-	-	-
Undistributed Medicare - 2019	-	-	-
Total Cash	24,068,330	65,118,459	(41,050,129)
Network Receivable	120,114	60,157	59,957
Network Receivable-Settlement	2,676,352	2,404,056	272,296
Other Receivable	3,383,611	2,659,832	723,778
Other Receivable-Settlement	16,610,347	16,735,347	(125,000)
Prepaid Expense	1,206,018	2,072,113	(866,094)
Property and equipment (net)	38,392	39,082	(691)
TOTAL ASSETS	48,103,163	89,089,046	(40,985,883)
<u>LIABILITIES AND NET ASSETS</u>			
Current liabilities:			
Accrued Expenses - Accounts payable	633,637	541,495	92,142
Accrued Expenses Deliverables	16,459	127,400	(110,941)
Accrued PHM Expenses (payors)	1,199,204	1,074,204	125,000
Accrued Expenses	1,849,300	1,743,099	106,201
Accrued Expenses -Settlement	9,998	38,053,776	(38,043,778)
Network Payable	3,613,874	6,673,251	(3,059,377)
Network Payable-settlement	15,023,168	14,750,888	272,280
Notes Payable	-	-	-
CTO Liability	520,323	532,334	(12,011)
Payroll accrual	32,635	(1,252)	33,886
Deferred Income	16,106,941	16,771,056	(664,115)
Deferred Grant Income	-	-	-
Due to Related Parties - UVMMC	2,950,673	3,094,491	(143,818)
Due to Related Parties - DHH	-	-	-
Total Liabilities	40,106,913	81,617,645	(41,510,732)
Net assets:			
Unrestricted - UVMMC	2,843,214	2,843,214	-
Unrestricted - DHH	2,843,214	2,843,214	-
Current Year Profit to Date	2,309,823	1,784,974	524,849
Total net assets	7,996,251	7,471,402	524,849
TOTAL LIABILITIES AND NET ASSETS	48,103,163	89,089,046	(40,985,883)

OneCare Vermont

Surplus & Loss Statement: YTD November 2021

	Annual Budget	YTD Budget	YTD Prior Month	November Actual	Monthly Budget	Month Variance	YTD Actual	YTD Budget	YTD Variance
Fixed Prospective Payments Funding	407,254,322	373,316,462	343,028,949	34,014,619	33,937,860	76,759	377,043,568	373,316,462	3,727,106
Payor Contracts Funding	11,923,620	10,929,985	10,307,713	819,032	993,635	(174,603)	11,126,744	10,929,985	196,759
DSR Funding	2,900,000	2,658,333	523,846	785,769	241,667	544,102	1,309,614	2,658,333	(1,348,719)
Other Funding	10,472,186	9,599,504	7,631,495	733,383	872,682	(139,299)	8,364,878	9,599,504	(1,234,625)
Settlement Income	-	-	5,304,008	(0)	-	(0)	5,304,008	-	5,304,008
Deferred Participation Fees (prior year)	2,288,937	2,098,192	1,801,343	45,389	190,745	(145,356)	1,846,733	2,098,192	(251,459)
Participation Fees	15,056,520	13,801,810	12,547,100	1,246,546	1,254,710	(8,163)	13,793,646	13,801,810	(8,163)
Total Funding	449,895,585	412,404,286	381,144,453	37,644,738	37,491,299	153,440	418,789,192	412,404,286	6,384,906
Fixed Payments	405,100,213	371,341,862	340,749,240	33,806,289	33,758,351	(47,938)	374,555,529	371,341,862	(3,213,668)
Populations Health Mgmt Payment	8,489,946	7,782,451	7,498,010	729,791	707,496	(22,295)	8,227,801	7,782,451	(445,350)
Complex Care Coordination Program	6,459,185	5,920,919	4,534,040	430,120	538,265	108,145	4,964,160	5,920,919	956,759
Value-Based Incentive Fund	2,235,990	2,049,657	1,863,325	260,386	186,332	(74,053)	2,123,711	2,049,657	(74,053)
Blueprint Funding	8,767,133	8,036,539	7,305,945	730,594	730,594	(0)	8,036,539	8,036,539	(1)
Other PHM Programs	2,937,460	2,692,672	1,220,905	54,563	244,788	190,225	1,275,468	2,335,172	1,059,703
Settlement Expense	-	-	5,292,922	(1)	-	1	5,292,922	-	(5,292,922)
PHM Expenses	433,989,926	397,824,099	368,464,388	36,011,742	36,165,827	154,085	404,476,130	397,466,599	(7,009,531)
							-	-	-
Salaries, payroll taxes and fringe benefits	9,646,062	8,842,223	6,784,564	674,422	803,838	129,416	7,458,987	8,842,223	1,383,237
Consulting, legal and purchased services	1,180,148	1,081,802	707,314	97,821	98,346	525	805,134	1,081,802	276,668
Software, licenses and maintenance	3,604,919	3,304,509	2,140,172	160,675	300,410	139,734	2,300,848	3,304,509	1,003,661
Travel, supplies, other	1,474,530	1,351,652	1,263,041	175,229	122,877	(52,352)	1,438,270	1,351,652	(86,617)
Operating Expenses	15,905,658	14,580,187	10,895,091	1,108,147	1,325,472	217,324	12,003,238	14,580,187	2,576,948
Total Expenses	449,895,585	412,404,286	379,359,479	37,119,889	37,491,299	371,409	416,479,368	412,046,786	(4,432,582)
Net Income (Loss)	-	-	1,784,974	524,849	-	524,849	2,309,823	357,500	1,952,323



OneCare Vermont

Public Affairs Report | January 2022

Media Coverage

Green Mountain Care Board approves OneCare's 2022 budget

[December 23, 2021, VTDigger](#)

This article announces that the Green Mountain Care Board (GMCB) unanimously voted to approve OneCare's 2022 budget. The article notes that OneCare was instructed by the board to increase the financial risk/reward for hospitals to pre-pandemic levels. The article also references a letter Vicki Loner, OneCare CEO, sent to the GMCB ahead of their vote to address feedback from the board. The article inaccurately states, "The organization will cover about 188,000 people in 2022, roughly the same as this year." The correct number is 288,000.

WTSA News For Your Thursday, December 23rd

[December 23, 2021, WTSA](#)

In this news round-up, the last paragraph reports on the Green Mountain Care Board's OneCare budget approval: *Vermont regulators have given the green light to OneCare Vermont's \$15.3 million budget. The nonprofit is tasked with carrying out the state's "all-payer" model, an effort to lower health care costs by investing in preventative medicine. The Green Mountain Care Board approved their budget Wednesday. The bottom line is the same as last year, but regulators are also requiring the organization to find a way to better measure its success and analytics. Almost \$1.4 billion passes through OneCare Vermont and to providers who are part of the all-payer model.*

Vt. regulators approve OneCare Vermont's budget

[December 22, 2021, WCAX](#)

This news coverage announces the approval of OneCare's 2022 \$15.3 million operating budget. It notes the GMCB asked OneCare to benchmark itself against other ACOs.

Green Mountain Care Board set to vote on OneCare's 2022 budget

[December 19, 2021, VTDigger](#)

This article covers the upcoming budget vote—noting the success of a budget that, in the challenging time of the ongoing COVID-19 public health emergency, sustains our investments toward value-based care transformation. The article continues on to report that OneCare is falling short of targets which were [waived by the Centers for Medicare and Medicare Services \(CMS\)](#) and notes that the State is seeking a one year extension of the All-Payer Model. The number of attributed lives was misreported as 188,000 instead of 288,000.

Government Relations

State Legislative Update

The 2022 Legislative session began on January 4. Because of the COVID-19 surge, both chambers are currently remote for at least the first two weeks of the session and will re-evaluate then if it's safe to return in person. The first major order of business is to finalize and pass the Budget Adjustment Act which also includes OneCare's 2020 Vermont Medicaid Next Generation settlement. Other areas of high priority among both chambers are:

- Pandemic response.
- Addressing the housing crisis.
- Meeting critical workforce shortages especially in mental health and nursing.
- Supporting teachers and public employees and their pensions.

A handful of bills have already been introduced which reference the ACO. OneCare Leadership and stakeholder partners are assessing and tracking bill progress.

Governor Scott delivered his State-of-the-State address on January 5 outlining his priorities for the legislative session. Where appropriate, he wants to utilize the influx of federal funding to address the workforce shortage, lack of affordable housing, to invest in education from cradle to career, and to provide additional funding for mental health and substance abuse treatment. Specific details of his proposals will be highlighted in his budget address on January 18.

Green Mountain Care Board

The Green Mountain Care Board (GMCB) concluded 2021 with its final meeting on December 22. The Board voted on the 2022 Medicare benchmark recommendation from staff to set the trend rate at 7.3% for both non-End Stage Renal Disease (ESRD) and ESRD benchmark. The Board voted to pass the trend rate with the caveat to assess 2021 experience and adjust as necessary, and to monitor 2022 closely.

The Board also gave final approval to OneCare's 2022 Fiscal Year Budget based on final staff recommendations with minor modifications to required reporting in the spring for commercial payer Fixed Perspective Payment levels. These final [recommendations](#) are the basis for the official budget orders which the GMCB will release later in January.

On December 17, Governor Scott appointed Thomas Walsh, PhD to the open seat on the Green Mountain Care Board vacated by Maureen Usifer at the conclusion of her 6 year term. Dr. Walsh is a professor of health policy who holds academic appointments at the Dartmouth Institute for Health Policy and Clinical Practice and Boise State University's College of Health Science. He is also a physical therapist and orthopedic clinical specialist who has practiced across the country, including at Dartmouth Hitchcock in New Hampshire.

Outreach and Advocacy

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, and is still running through January. The same message was aired in VPR underwriting Nov-Dec. On Front Porch Forum (in December) and in VT PBS newsletters (through January)—as well as in paid advertising on Facebook and LinkedIn (in December)—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](#). In addition, the campaign drives the audience to our website to learn more about OneCare.

Social Media Highlights: Pandemic Outreach and Health Equity

OneCare continued to share messaging supporting Vermont's overwhelmed health care systems and providers as they respond to COVID-19 cases. OneCare also shared ongoing messaging and information urging Vermonters to get vaccinated, including groups and communities that are historically at higher risk for contracting COVID-19 due to barriers to social, economic, political and environmental resources, as well as limitations due to illness or disability.

12/07/2021 VPR article: "St. Johnsbury hospital staffers on continuing care during COVID: 'We're hanging on with our fingernails.'" <https://www.vpr.org/vpr-news/2021-12-07/st-johnsbury-hospital-staffers-on-continuing-care-during-covid-were-hanging-on-with-our-fingernails>

12/20/2021 PSA from our partners at Vermont Association of Hospitals and Health Systems - created with the Vermont Department of Health to remind Vermonters what they can do to say "thank you" through their actions: <https://myemail.constantcontact.com/VAHHS-Update-12-20--Thanking-health-care-workers-during-the-holidays-and-beyond.html?soid=1117107086650&aid=YZZDWaufW-c>.



Vermont Health Equity Initiative (VHEI) is offering free COVID-19 vaccine and booster shots, including pediatric vaccines for children aged 5-11, for Black, Indigenous, People of Color (BIPOC) Vermonters and their households in downtown Burlington on Saturdays throughout January and February: <https://www.vermonthealthequity.org/registration>.

OneCare continued its efforts to make it easier for the public to understand our work with a new explanatory video diving into OneCare's network performance management core capability, the first step of which is setting up contracts with insurance payers on behalf of OneCare's wide network of

participating providers. With contracts in place, OneCare then works to help providers succeed by supporting primary prevention efforts, facilitating care coordination and collaboration in order to deliver the best possible health care to patients, and monitoring quality measures to achieve better health outcomes. Watch the video at: <https://vimeo.com/644802921>

OneCare shared supporting messaging from our partners in our work to transition to value-based care in Vermont. In a letter of support to the GMCB, Dr. Joseph Perras, CEO and CMO at Mt. Ascutney Hospital and Health Center in Windsor, VT stresses the importance of what OneCare offers now and for the future of the transition to value-based care in Vermont. He wrote: *"We rely on the data and resources provided by OneCare as we care for high-risk and high-spend populations in Vermont and OneCare is a necessary vehicle in our state's continued march toward true value-based care delivery. There is no plan B for health care delivery system reform right now and OneCare needs ongoing support from providers, state stakeholders, and the federal government as it continues to evolve to meet the needs of Vermont's provider network."*

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

January 2022

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

- **02-04-PY22 Community Care Coordination Program PY 2022**
 - **Purpose:** To define the core concepts and related responsibilities associated with OneCare's Community Care Coordination Program.
 - **Key Changes:** This policy was updated to reflect 2022 network responsibilities as they have been communicated to the Network. A statement was added to clarify that failure to fulfill Care Coordination Program responsibilities may result in delay, suspension, or termination of related payments.
 - **Committee Endorsement:** Patient and Family Advisory Committee (1/10/22) and Population Health Strategy Committee (1/13/22)

- **04-06 Disbursement Authority**
 - **Purpose:** To specify the Approval Authority for OneCare financial transactions and disbursements.
 - **Key Changes:** This policy was updated to align OneCare disbursement authority with its unique disbursement types, specifically: the addition of Supervisor and Manager level signing authority coinciding with OneCare disbursement of manual checks or ACH transfers, for example. Additional edits are for the purpose of improved clarity.
 - **Committee Endorsement:** Finance Committee (1/12/22)

- **04-16-PY22 Community Care Coordination Payments PY 2022**
 - **Purpose:** To define the calculation and distribution of Community Care Coordination payments to OneCare Network Participants, Preferred Providers and Collaborators in accordance with OneCare's Care Coordination Program.
 - **Key Changes:** This policy was updated to reflect the bonus incentive payment measures for collaborating agencies, and to align with the terms negotiated with DVHA for PY 2022, e.g., the exclusion of bonus payments for Medicaid Attributed Lives. Additional edits are for the purpose of improved clarity.
 - **Committee Endorsement:** Finance Committee (1/12/22)

Policy Number & Title:	02-04-PY22 Community Care Coordination Program Policy PY 2022
Responsible Department:	Clinical
Author:	Lindsay Morse, Director, Care Coordination
Original Implementation Date:	January 1, 2021
Revision Effective Date:	January 1, 2022

- I. **Purpose:** To define the core concepts and related responsibilities associated with OneCare’s Community Care Coordination Program.
- II. **Scope:** Applies to all OneCare Participants, Preferred Providers and Collaborators (collectively “Network”) participating in Care Coordination interventions performed for Attributed Lives.
- III. **Definitions:** Capitalized terms have the same definition as defined in OneCare’s *Policy and Procedure Glossary*.

IV. Policy

A. OneCare Community Care Coordination Core Concepts

OneCare Care Coordination Program enhances and supports the system of care in which all Vermonters have access to high quality, patient-centric, interdisciplinary, community-based care coordination across the continuum, in alignment with payers, state agencies, and other partners.

Insights including Care Coordination rates, gaps in care, quality measure performance, trends in utilization, and total cost of care are incorporated to support the growth and direction of Health Service Areas and ACO wide Care Coordination efforts.

B. Responsibilities

1. OneCare:

- OneCare provides prospective medical, financial, and social determinants of health risk information to the Network to identify and prioritize outreach for Care Coordination.
- OneCare provides performance reports and self-service applications to support ongoing process metrics and outcomes monitoring.
- OneCare will provide financial support for Care Coordination efforts through various OneCare payment programs.
- OneCare Care Coordination Program will review trends in overall utilization, costs of care, and health outcomes and recommend refinements or enhancements through established governance.
- OneCare Care Coordination Team will collaborate and partner with Network members to support information sharing, best practices, and opportunities to positively impact Care Coordination efforts.

2. Network:

- Regularly review subpopulation patient panels and conduct meaningful outreach
- Employ evidence informed patient centered care coordination strategies and tactics for engagement, goal setting, shared care planning, and goal attainment
- Engage with OneCare Care Coordination Implementation Specialist in data driven process improvement efforts

- Demonstrate measurable improvement in key care coordination process and outcomes metrics
- Commit to ongoing care coordinator professional development through attendance at OneCare education sessions and/or other evidence based care coordination offerings
- The aforementioned Network responsibilities are high level and entail specific criteria, actions and documentation outlined in the 2022 OneCare Care Coordination Model Guidance Document.

V. Non-Compliance: Failure of a Network Member to fulfill their Care Coordination Program responsibilities can result in delay, suspension, or termination of related payments. Network Members may appeal any such decisions by engaging in the process described in OneCare’s *05-02 Participant and Preferred Provider Appeals Policy*.

VI. Review Process: This policy shall be reviewed annually and updated to be consistent with requirements set forth by OneCare Board of Managers, OneCare Leadership and regulatory bodies.

VII. References:

- OneCare’s Policy and Procedure Glossary

VIII. Related Policies/Procedures:

- 04-16-PY22 Community Care Coordination Payments PY 2022 Policy
- C02-15 Care Coordination Quality Audit and Monitoring Procedure
- 05-02 Participant and Preferred Provider Appeals Policy

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

Management Approval:

Director, Care Coordination

Date

Chief Medical Officer

Date

Chief Operating Officer

Date

Board of Managers Approval:

Chair, OneCare Vermont Board of Managers

Date

Policy Number & Title:	04-06 Disbursement Authority
Responsible Department:	Finance
Author:	Tom Borys, Vice President, Finance
Original Implementation Date:	September 18, 2018
Revision Effective Date	January 18, 2021

- I. **Purpose:** To specify the Approval Authority for OneCare Vermont (“OneCare”) financial transactions and disbursements.
- II. **Scope:** This policy applies to all financial transactions and disbursements that are processed outside of Mediclick, including but not limited to ACH transfers, wire transfers, manual checks and web-based disbursements. This policy applies to the OneCare Workforce.
- 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:

Approval Authority refers to an individual’s authority to approve financial transactions for disbursement on behalf of OneCare.

Supervisors refers to individuals with Supervisor job titles for OneCare, including all leaders directly reporting to a Manager with clear authority of supervision (e.g., Assistant Managers).

Managers refers to individuals with Manager job titles for OneCare, including all leaders directly reporting to a Director (e.g., Assistant Directors or Associate Directors).

Directors refers to individuals with Director job titles for OneCare, including all leaders directly reporting to a Vice President (e.g., Senior Directors).

Vice Presidents refers to individuals with Vice President job titles for OneCare.

Senior Vice Presidents refers to individuals with Senior Vice President job titles for OneCare.

Chief Executive Officer refers to the CEO for OneCare.

Mediclick refers to the University of Vermont Medical Center’s centralized purchasing system. UVM Medical Center policy “FINCE3” has been adopted by OneCare as it pertains to disbursements processed via Mediclick, which are not covered by this policy.

IV. Policy:

Sound fiscal policy requires that only those individuals with the appropriate level of responsibility and accountability be vested with Approval Authority. This policy is intended to ensure compliance with state and federal regulations, provide effective financial management and create a flow of information that supports analysis, forecasting and planning.

As specified in the tables, below, an individual’s Approval Authority is defined by: (1) whether the transaction is an expense approved by the Board of Managers (“BOM”) in the budget; (2) whether the expense is an operating expense or a population health management expense; (3) the individual’s OneCare position/title; and (4) the total aggregate value of the financial transaction.

Approval Authority for Budgeted Operating Expenses: OneCare creates an operating budget for each fiscal year that is approved by the Board of Managers. Levels of authority for **BOM-approved budgeted operating expenses** are as follows:

OneCare Position/Title	Total Aggregate Value of the Transaction
Supervisors	Up to \$10,000
Managers	Up to \$25,000
Directors	Up to \$100,000
Vice Presidents / Sr. Vice Presidents	Up to \$500,000
Chief Executive Officer	Above \$500,000

Approval Authority for Budgeted Population Health Management Expenses: Levels of authority for BOM-approved **budgeted population health management expenses** are as follows:

OneCare Position/Title	Total Aggregate Value of the Transaction
Supervisors	Up to \$10,000
Managers	Up to \$25,000
Directors	Up to \$500,000
Vice President/Sr. Vice President	Up to \$1,000,000
2 Vice Presidents or Chief Executive Officer	Over \$1,000,000

Approval Authority for Unbudgeted Expenses: Should operational needs require the disbursement of any type of **unbudgeted** expense, the following levels of authority apply:

OneCare Position/Title	Total Aggregate Value of the Transaction
Supervisors, Managers, Directors	NO Approval Authority for unbudgeted expenses
Vice President, Sr. Vice President, CEO	Up to \$100,000
Supermajority Vote of the Board of Managers	Over \$100,000

An individual's approval of a financial transaction for disbursement requires the necessary Approval Authority created solely by this policy. Approval of a financial transaction for disbursement requires an expression of approval as indicated by way of the individual's signature, which may be in writing or electronic, expressly attesting to the appropriateness of the financial transaction and disbursement within the limitations set forth by this policy, OneCare's program objectives, and any applicable budgetary authorizations.

All financial transactions and disbursements approved under the terms of this policy require an executed contract, but for those specifically identified as exceptions under OneCare's 05-01 Contract Management Policy.

In all instances, Approval Authority extends to only those cost centers for which an individual is currently authorized to provide their signature, as evidenced by the current Designated Signer Authorization Form on file.

- V. Review Process:** This policy will be monitored regularly for any changes required by changes in federal or state laws or regulations or other factors that may impact this policy.

VI. References:

- OneCare’s Policy and Procedure Glossary
- Designated Signer Authorization Form
- Current Amended and Restated Operating Agreement of OneCare Vermont Accountable Care Organization, LLC

VII. Related Policies/Procedures:

- 05-01 Contract Management Policy
- 04-15-PY21&22 Population Health Management Payments PY 2021 & 2022 Policy
- UVMMMC FINCE3 Signature Authority & Delegation of Approval Policy

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

Management Approval:

Vice President, Finance

Date

Chief Operating Officer

Date

Board of Managers Approval:

Chair, OneCare Vermont Board of Managers

Date

Policy Number & Title:	04-16-PY22 Community Care Coordination Payments PY 2022
Responsible Department:	Finance
Author:	Derek Raynes, Director, Payment Reform
Original Implementation Date:	July 1, 2017
Revision Effective Date:	January 1, 2022

I. **Purpose:** A policy for calculating and distributing Community Care Coordination payments to OneCare Network Participants, Preferred Providers and Collaborators in accordance with OneCare Vermont’s (“OneCare”) Care Coordination Model.

II. **Scope:** Applicable to the OneCare Workforce, Board of Managers, Committees, Participants, Preferred Providers, and Collaborators (collectively “Network”).

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

Risk-Adjusted Total Cost of Care: the PMPM total cost of care for Attributed Lives assigned to Primary Care Provider Participants grouped by TIN (risk-adjusted using the Johns Hopkins concurrent risk score). The Risk-Adjusted Total Cost of Care will be measured separately for each ACO Program.

IV. **Policy:** This Policy describes how OneCare makes payments to the Network for performing Community Care Coordination activities.

A. Supplemental Care Coordination Payments

Payments will be made according to the following terms. For all provider types, there will be no fifteen percent (15%) bonus payments for the Medicaid population as this component is not funded.

1. OneCare will distribute care coordination funds allocated in OneCare’s approved budget (“budgeted care coordination funds”) to Primary Care Provider Participants grouped by TIN as follows:
 - a. Eighty-five percent (85%) of the budgeted care coordination funds for Primary Care Providers will be paid in monthly \$1.50 PMPM installments as a capacity payment based on member months determined by the same calculation used for Population Health Management Payments in *04-15 Population Health Management Payments Policy*.
 - b. The remaining fifteen percent (15%) of these budgeted care coordination funds will be available for distribution annually as a performance bonus tied to Risk-Adjusted Total Cost of Care with payments being made after three months of claims runout following the end of the Performance Year.
2. OneCare will distribute budgeted care coordination funds to Home Health Agencies grouped by TIN as follows:
 - a. Eighty-five percent (85%) of the budgeted care coordination funds for Home Health Agencies will be paid in monthly installments as a capacity payment based on the proportional share of 2021 care coordination payments earned by Home Health Agencies through the use of Care Navigator.

b. The remaining fifteen percent (15%) of these budgeted care coordination funds will be available for distribution annually as a performance bonus tied to each Home Health Agency's rate of inpatient admissions for Attributed Lives after a home health visit, with payments being made after three months of claims runout following the end of the Performance Year.

3. OneCare will distribute budgeted care coordination funds to Designated Agencies (DAs) grouped by TIN as follows:

a. Eighty-five percent (85%) of the budgeted care coordination funds for Designated Agencies will be paid in monthly installments as a prospective capacity payment based on each DA's proportional share of the total dollar value of claims for care provided by DAs to Attributed Lives in the Medicaid Program.

b. The remaining fifteen percent (15%) of these budgeted care coordination funds will be available for distribution annually as a performance bonus tied to Primary Care Provider engagement for Attributed Lives being actively care managed (as reflected in tri-annual care coordination reporting), with payments being made after three months of claims runout following the end of the Performance Year.

4. OneCare will distribute budgeted care coordination funds to Area Agencies on Aging (AAAs) grouped by TIN as follows:

a. Eighty-five percent (85%) of the budgeted care coordination funds for AAAs will be paid in monthly installments as a capacity payment based on each AAA's proportional share of 2021 care coordination payments earned by all AAAs through the use of Care Navigator.

b. The remaining fifteen percent (15%) of these budgeted care coordination funds will be available for distribution annually as a performance bonus tied to Primary Care Provider engagement for Attributed Lives being actively care managed (as reflected in tri-annual care coordination reporting), with payments being made after three months of claims runout following the end of the Performance Year.

V. Compliance: Failure to comply with all care coordination obligations as set forth in *02-04-PY22 Community Care Coordination Program PY 2022 Policy* may result in delay, suspension, and non-payment of capacity payments and/or performance bonus payments under this policy.

VI. Monitoring & Auditing: Shared between the Clinical, Analytics, and Finance departments. The Clinical department will monitor Provider performance in accordance with the Community Care Coordination program expectations. The Finance department will monitor, track and audit any additional bonus PMPM payments.

VII. Review Process: This policy shall be reviewed annually and updated to be consistent with requirements set forth by the OneCare Board of Managers, OneCare leadership and regulatory bodies.

VIII. References:

- Vermont All-Payer ACO Model, Vermont Medicare ACO Initiative Participation Agreement
- State of Vermont – Department of Vermont Health Access Medicaid Next Generation Model
- Blue Cross Blue Shield of Vermont Next Generation Model ACO Program (QHP ONLY)

- OneCare’s ACO Collaboration Agreements
- OneCare’s Policy and Procedure Glossary
- OneCare Risk Bearing Participant and Preferred Provider Agreement, Exhibit A Performance Year 2022 Program of Payment

IX. Related Policies/Procedures:

- 02-04-PY22 Community Care Coordination Program PY 2022 Policy
- 05-02 Participant and Preferred Provider Appeals Policy
- C02-06 Care Coordination Training and Responsibilities Procedure
- C02-16 Care Coordination Program Implementation Procedure
- F04-10 Complex Care Coordination Payment Distribution Process

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

Management Approval:

Director, Payment Reform

Date

Vice President, Finance

Date

Chief Operating Officer

Date

Board of Managers Approval:

Chair, OneCare Vermont Board of Managers

Date

**OneCare Vermont Accountable Care Organization
Board of Managers Resolution Appointing Board of Manager and
Appointing Chair of the Population Health Strategy Committee
January 18, 2022**

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 and Committee Chair:

- A. Home Health and Hospice Manager for a term beginning on February 1, 2022 and ending on December 31, 2023;
- B. Chair of the Population Health Strategy Committee.



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: _____



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: _____

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: _____

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: _____

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



Conflict of Interest Training

Board of Managers
2022



OneCare Vermont
onecarevt.org

Purpose of this Training

- What's a Conflict of Interest (COI)?
- What is an Interested Person(s)?
- OneCare's Policy re: COI
- When is disclosure of a COI required?
- How to determine whether a COI Exists?
- How to determine whether a COI exists if not obvious?
- What is the process for managing a COI once it has been identified?
- Failure to Disclose a COI(s)

What is a Conflict of Interest?

A Conflict of Interest 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.

Who Are Interested Persons?

An Interested Person(s) refers to:

Members of OneCare's Board of Managers, its Officers, and any member of a Board Committee or OneCare's Workforce "who exercises substantial influence over OneCare's business decisions or affairs".*

* Examples Include:

- Members of the Population Health Committee – responsible for setting quality metrics used to award VBIF payments*
- Director of Value Based Care – supervision of Clinical and Data Analytics Teams meets IRS guidelines for % control over OneCare's budget*

What is a Personal Interest?

A Personal Interest refers to:

A Financial or Fiduciary Interest, or a Compensation Arrangement, in or with a Network Member, Subcontractor, or Vendor, of an Interested Person, their Significant Other or member(s) of their Immediate Family, or their Controlled Entity

Related Definitions

- Financial Interest: any direct or indirect ownership interest in a Network Member, Subcontractor, or Vendor.
- Compensation Arrangement: any employment, consulting, or other arrangement involving the receipt of money or other financial benefits, or the receipt of gifts or gratuities not permitted by any relevant OneCare policy, during the past three years.
- Fiduciary Interest: participation as a Board Member, Trustee, Director, or Officer of a Network Member, Subcontractor, or Vendor.

Definitions *cont.*

- Network Member means any Participant or Preferred Provider that has entered into an agreement with OneCare to provide ACO Services, *e.g. Participant and Preferred Provider Agreement*
- Subcontractor means a third party that has entered into an agreement with OneCare for the performance of certain ACO Activities.
- Vendor means a third party that is doing – or seeking to do – business with OneCare to provide certain services or products, *e.g. software vendor*

Definitions *cont.*

- Immediate Family: an Interested Person's spouse, parent or step parent, children and their spouses, as well as brother(s) and sister(s) and their spouses.
- Significant Other: a person with whom an Interested Person has a civil union or similar legal or personal relationship.
- Controlled Entity means an entity in which an Interested Person has a 35% or greater ownership or beneficial interest.

Definitions *cont.*

- ACO Services means services OneCare provides to a Payer's Attributed Population as set forth in an ACO Program Agreement.
- ACO Program Agreement means an agreement between OneCare and a Payer for the performance of ACO Services.

01-02 Conflicts of Interest

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 Interested 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 Interested Person has a Personal Interest.

When is a COI Disclosure Required?

All Interested Persons shall complete and return a Conflict of Interest (COI) Disclosure and Certification Form (“COI Form”), disclosing any real or potential Conflict(s) of Interest and providing additional information upon request, as follows:

- Initial Disclosure Prior to the commencement of their employment or term of office.
- Annual Disclosure Update at least once per calendar year.
- Interim Disclosure Immediately upon learning that a real or potential Conflict of Interest has developed. *E.g. Upon learning OneCare has entered into discussions to do business with a vendor with which an Interested Person has a Personal Interest*

How to Determine Whether a COI Exists?

- Each Interested Person must determine for themselves whether their Personal Interest creates a COI by applying the definitions provided to the facts known to them.
- Interested Persons must act in the best interests of OneCare when making this determination.
- Interested Persons who are aware of Personal Interests that another Interested Person has failed to disclose must take action to encourage the Interested Person to make a disclosure, or inform the Board of the Personal Interest as well as the Interested Person's failure to disclose it.

How is a COI Determination Made if Not Obvious?

- Many potential COIs will be obvious, *e.g. a Board Member is CEO of a Network Member.*
- Some potential COIs will not be obvious and will require the Chief Legal Counsel to advise the Board in making its determination as to whether a Personal Interest creates a COI, as well as how to manage the COI.
- At their discretion, the Chief Legal Counsel may consult with the COI Advisory Group for help in analyzing whether a Personal Interest creates a COI.

COI Advisory Group

The COI Advisory Group refers to :

A Working group that is available for consultation concerning whether a Personal Interest creates a COI – and how to manage a COI - consisting of the Chief Compliance and Privacy Officer, the VP of Finance, and a Workforce member, designated by the Chief Operating Officer, who has a relevant professional license or certification relating to the tax obligations of non-profit organizations, or sufficient equivalent professional experience.

- The Chief Legal Counsel and COI Advisory Group may request additional information from the Interested Person in making its determination regarding whether a Personal Interest creates a COI.
- Members of the COI Advisory Group will maintain confidentiality of any facts revealed during such consultations unless disclosure is required by law.

Interim Disclosure - Raising a Potential COI

- A COI should be disclosed as soon as the Interested Person becomes aware of it.
- If an Interested Person learns of a potential COI during the course of a Board or Committee meeting, they must raise the issue and disclose the potential COI so that action may be taken to manage it, including the Interested Person refraining from participating in any decision involving the potential COI.
- In all cases, any disclosure and discussion thereof shall be documented in the minutes of the relevant Board Meeting(s), *e.g. Board Meeting where a vote affected by the COI is being taken.*

COI Documentation Requirements

Documentation of COI(s) in the minutes of relevant Meetings should include:

- Name(s) of the Interested Persons
- The nature and relevant facts of the COI
- Any action(s) taken by the Chief Legal Counsel or Board to determine whether a Personal Interest presents a COI
- The determination regarding whether a COI exists
- The names of the persons participating in discussions regarding the COI determination
- A summary of the content of the discussion including any ACO-related considerations as well as any alternatives to the proposed transaction or arrangement giving rise to a COI, and
- A record of any vote affected by the COI

How to Manage a COI (s)?

- Recusal: In most 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.
- Participating on Committees: No Interested Person with a Personal Interest in a Network Member, Subcontractor, or Vendor may participate in any Committee that functions principally to make decisions that may affect that Network Member, Subcontractor, or Vendor.
- Divestiture: If the Personal Interest 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.

COI Considerations for an ACO

- Whether a COI requires Management requires consideration of the relevant facts in the context of OneCare's unique circumstance as an ACO.
- In making this determination, the Board must consider:
 - OneCare's participation in the Vermont All-Payer ACO Model,
 - Regulatory requirements that the Board of an ACO, such as OneCare's, be composed of a proscribed percentage of Participants and number of Payer-specific Beneficiaries, and
 - Whether Management of the COI(s) would prevent OneCare from taking actions to carry on its business operations and meet its obligations.

Example:

- Should a Personal Interest exist that is common among a number of Interested Persons across a category of Participants, such as numerous Board Members having employment relationships with Network Members that are hospitals, management of such COIs requires application of those considerations on a case-by-case basis.
- For instance, if a Board vote relating to the disposition of certain shared savings would fail for lack of quorum if all Members with COIs arising out of Personal Interests in Network Members eligible to receive a share of such savings were required to recuse themselves from voting, the Board must weigh those considerations and determine the how to manage these COIs.
- In this example, the Board may determine that these particular COIs do not require recusal as doing so would effectively prevent the dissemination of the shared savings.

Failure to Disclose COI (s)

- An Interested Person's failure to disclose a COI, may result in OneCare taking appropriate disciplinary or corrective action, which may include termination of employment with OneCare and/or termination of appointment to the Board or a Committee.
- The Interested Person may be exposed to potential liability for any damages to outside parties affected by the failure to disclose
- Potential liability to OneCare for damages incurred by the failure to disclose

Questions?

Speak Up about Compliance Concerns

OneCare Workforce and Member Network have a **duty to report** possible misconduct or violations of law. If you have a compliance question or concern, you should:

- Inform your supervisor or manager, or
- Report your concern directly to the Chief Compliance and Privacy Officer (CCPO), or
- Report the concern through the Compliance Hotline, which you may do **anonymously**.

Chief Compliance and Privacy Officer: Compliance@OneCareVT.org

Anonymous inquiries or reports can be made by phone to the OneCare Compliance Hotline at:

Local: 802-847-7220

Toll-free: 877-644-7176, Option 3



ACO Waivers: What Are They?

Linda Cohen, Asst. General
Counsel for Contracting and
Clinical Innovation



OneCare Vermont

onecarevt.org

What are these Fraud and Abuse Waivers?

- Fraud and Abuse Waivers are part of the ACO Innovation Toolkit

Benefit
Enhancements



Fraud
and
Abuse
Waivers



Fixed
Payments

Claims
Data



What is Being Waived?

- Enforcement of laws that are focused on preventing increased utilization, not the value of that utilization
 - Anti-Kickback & Stark – prohibit medical providers and/or entities from making health service referrals in exchange for compensation of any kind
 - Example – rent free office space between referring providers
 - Civil Monetary Penalties – prohibit providers from giving Beneficiaries things of value if likely to induce the Beneficiary to use their services
 - Example - free medical supplies

Why Give ACOs Fraud and Abuse Waivers?

- ACOs won't succeed if monitored in the traditional regulatory framework
 - To promote its own innovation programs, the government won't apply laws that are barriers to providers
- It's Safe – only for ACOs in federal programs
 - Composition of ACO
 - Governance
 - Leadership and Management
 - Network providers
 - Beneficiary communications, alignment
 - Quality performance
 - Data Sharing – security, privacy

Participation and Beneficiary Engagement Waivers – Common Elements

- ACO: OneCare Vermont
- In a Participation Agreement with CMS
 - To extend to Medicare Beneficiaries
- In an Agreement with Department of Vermont Health Access
 - To extend to Medicaid Beneficiaries
- Arrangements without OneCare's participation will not meet the waiver terms and may result legal liability
- Waiver ends if ACO leaves programs

Participation Waiver



ACO ACO Participant Other Party



Reasonably related to ACO Activities



Written Arrangement



Website Disclosure

Beneficiary Engagement Waiver

- Provide Medicare or Medicaid patient
- Item or service that is connected to medical care and is preventative or advances clinical goals
- Perceived to be from ACO or Participant
- ACO and Participants must keep and provide documentation upon request by OIG



How has OneCare used Fraud and Abuse Waivers?

- Approve Program of Payment annually
- Innovation Fund Projects
 - Youth Psychiatric Urgent Care
 - ALS Patient Telehealth Monitoring
- Genomics

Appendix

ACO Activities

- Promoting accountability for cost of care to Attributed Lives;
 - Promoting accountability for quality of care to Attributed Lives;
 - Promoting accountability for overall care to Attributed Lives;
 - Managing and coordinating care for Attributed Lives;
- Encouraging infrastructure investment;
- Encouraging investment in re-designed care processes for high quality and efficient services delivery;
 - Carrying out any obligation or duty under the Vermont ACO Initiative or the Vermont Medicaid NextGen Program (together “Programs”);
 - Direct patient care to Attributed Lives;
 - Promoting evidence based medicine;
 - Promoting patient engagement;
 - Reporting on quality and cost measures for Attributed Lives;
 - Coordinating care with telehealth, remote monitoring and other technologies for Attributed Lives;
 - Establishing and improving ACO clinical systems;
 - Establishing and improving ACO administrative systems;
 - Meeting Programs quality standards;
 - Evaluating patient health for Attributed Lives;
 - Communicating clinical knowledge to Attributed Lives;
 - Communicating evidence based medicine; and
 - Developing standards for patient access and communication including to medical records

**OneCare Vermont Accountable Care Organization
Board of Managers Resolution to Move to Executive Session
January 18, 2022**

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.