

**OneCare Vermont Accountable Care Organization, LLC**

**Board of Managers Meeting**

**January 17, 2023**

**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 17, 2023. Public access was also available at the OneCare Offices in Colchester, Vermont.

1. Call to Order and Board Announcements

Board Chair Anya Rader Wallack called the meeting to order at 4:32 p.m.

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

Chair Wallack welcomed members of the public in attendance and offered the opportunity to introduce themselves. Chair Wallack welcomed the newest member of the Board, Leslie Ferrer.

1. Public Consent Agenda Items

The Board reviewed consent agenda items including: (1) Draft Public Session Minutes from December 20, 2022; (2) Draft Public Session Minutes from December 29, 2022; (3) Board Committee Reports January 2023; (4) Financial Statement Package; (5) CPR Policy Exception Summary; and (6) CPR Policy Exception Resolution.

An opportunity for discussion was offered.

A Motion to Approve the Consent Agenda Items was made by J. Gilwee, seconded by D. Bennet, and approved by a Supermajority.

1. Governance

Nominations for the reappointment of a Manager representing independent primary care providers and a Manager representing PPS hospitals, as nominated by VAHHS, were presented to the Board for consideration. A Motion to approve the resolution appointing two managers to the Board of Managers was made by T. Dee, seconded by T. Huebner, and approved by a Supermajority. Dr. T. Sadkin abstained from voting on her own reappointment.

1. OneCare Key Performance Indicators

Dr. Carrie Wulfman, Chief Medical Officer, and Josiah Mueller, Director of Value-Based Care presented on OneCare Vermont’s new Key Performance Indicators (KPIs) as discussed and endorsed by the Population Health Strategy Committee (PHSC). The KPIs are intended to reflect OneCare performance at large with future drill-down on three subgroups (i.e. hospitals, primary care, and local health service areas). Mr. Mueller emphasized that Phase 1 KPIs represent those where data are readily available whereas Phase 2 KPIs will require further assessment of data sources, availability, and quality to inform final metrics.

The Board expressed interest in how these KPIs align with the Green Mountain Care Board’s (GMCB) desire for OneCare to measure its effectiveness. Dr. Wulfman conveyed this was considered in the review of these KPIs by PHSC and she believes they are aligned. The Board also asked about a timeline for Phase 2 KPIs and learned that they will be rolled out operationally for 2024.

1. Waivers Discussion

Linda Cohen, Assistant General Counsel, discussed the ACO’s ability to utilize patient engagement incentive waivers to support improved patient care and outcomes. Patient Engagement Incentives Waivers cover items or services patients would receive for free under these arrangements. They require a simple contractual arrangement with the ACO and, unlike participation waivers, do not require a specific Board determination that they are related to ACO Activities. OneCare has established Ms. Cohen as a point of contact for waiver inquiries and welcomes all ACO participants to bring forward innovative ideas for consideration of these waivers.

Ms. Cohen described several new waivers currently being implemented. By example, the Brattleboro Retreat (“Retreat”) approached OneCare with a plan to provide transportation from emergency departments to the Retreat for patients being discharged to its care, without charge to the patient. Traditional regulation would only allow 25 miles of transport, which would not work. Using the Patient Engagement Incentives Waiver removes the distance limitation and regulatory limitation. This facilitates on of the Board’s goals of improving timely discharges to appropriate settings of care.

T. Huebner declared a conflict of interest because he is the Board Chair of The Retreat.

Ms. Cohen gave several other examples including providing personal care attendants after discharge; genomic counseling and providing uncovered medical nutrition therapy services and said these projects relate to the previously discussed KPIs.

The Board expressed interested in making these efforts more widely known, and Dr. Wulfman agreed and described preliminary discussions about publishing an article to disseminate this innovation.

1. Public Comment

There was no public comment.

1. Move to Executive Session

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

1. Votes from Executive Session

1. Approve Executive Session Consent Agenda Items – **Approved by Supermajority**

2. Motion to Approve Participation Waiver for the 2023 Program of Payments and Supporting Arrangements– **Approved by Supermajority**

3. Motion to Approve Participation Waiver for Arrangement for UVMMC to Pay for SNF Stays for Discharged Inpatients Awaiting Approval of Medicaid Coverage– **Approved by Supermajority**

4. Motion to Approve Participation Waiver for Arrangement for UVMMC to Pay for Patient Medications at SNFs after Inpatient Discharge – **Approved by Supermajority**

5. Resolution to Adopt OneCare’s 2023 Corporate Goals – **Approved by Supermajority**

6. Resolution to Approve New Unbudgeted Expense for Program Evaluation **– Approved by Supermajority**

1. Adjournment

Upon a Motion made by T. Huebner, seconded by J. Gilwee, and approved by a unanimous vote, the meeting adjourned at 6:53 p.m.

**Attendance:**

OneCare Board Manager

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| [x]  Dan Bennett | [x]  Shawn Tester | [x]  Toby Sadkin, MD |
| [x]  Bob Bick | [x]  Jen Gilwee, MD | [x]  John Sayles |
| [x]  Coleen Condon | [x]  Tom Huebner | [x]  Adriane Trout, MD |
| [x]  Michael Costa | [x]  Steve LeBlanc | [x]  Teresa Fama, MD |
| [x]  Kristi Cross | [x]  Sierra Lowell | [x]  Anya Rader Wallack |
| [x]  Betsy Davis[x]  Leslie Ferrer | [x]  Stuart May | [x]  Tom Dee  |

 S. Lowell joined the meeting at 4:38 p.m.

 T. Fama joined at 4:55 p.m.

 S. LeBlanc joined at 4:55 p.m.

OneCare Risk Strategy Committee

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| [ ]  Steve Leffler, MD |  |  |
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OneCare Leadership and Staff

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| [x]  Vicki Loner | [x]  Amy Bodette | [x]  Kellie Hinton |
| [x]  Sara Barry | [x]  Josiah Mueller | [x]  Carrie Wulfman, MD |
| [x]  Greg Daniels, Esq. | [x]  Linda Cohen, Esq. | [x]  Tom Borys |
| [x]  Lucie Garand[x]  Derek Raynes | [x]  Martita Giard | [x]  Kim Douglas[x]  Alida Duncan |