

Board of Managers Meeting

Thursday, 12/19/2024

4:00 - 6:00 PM ET

- 1. PUBLIC: Welcome Board Managers, Invited Guests, and Members of the Public Presented By: Anya Rader Wallack (4:00-4:01)**
- 2. PUBLIC: Call to Order and Board Announcements Presented By: Anya Rader Wallack (4:01-4:05)**
Board Chair Transition
- 3. PUBLIC: Consent Agenda Items Presented By: Anya Rader Wallack (4:05-4:10)**
Motion and Vote to Approve Consent Agenda Items – Majority Required
 - 3a. 2024-12 Public Consent Agenda Cover Page - Page 3
 - 3b. 2024-11 OneCare Board Public Session Minutes - Page 4
 - 3c. 2024-12 Board Committee Reports - Page 6
 - 3d. Participation Waiver for UVMC to Provide Prescribed Antibiotics - Page 7
 - 3e. Resolution Adopting Reimbursement for Consumer Managers for Board and Committee Meetings - Page 9
 - 3f. Participation Waiver for UVMC to Pay for Prescribed Medications for Patient Discharged to - Page 10
 - 3g. Summary of Policy Changes - Page 12
 - 3h. 01-02 Conflict of Interest - Page 14
 - 3i. 06-01 Record Retention - Page 20
 - 3j. 06-19 Complaints Grievances and Appeals for Attributed Lives - Page 22
 - 3k. 07-03 Privacy - Page 25
 - 3l. 07-07 Code of Conduct - Page 29
 - 3m. 07-09 Security - Page 39
- 4. PUBLIC: CEO Introduction Presented By: Tom Borys (4:10-4:15)**
Organizational Goals
- 5. PUBLIC: Regional Clinical Representative: Report from the Field Presented By: Dr. Job Larson (4:15-4:30)**
5a. RCR - Report from the Field - Page 45
- 6. PUBLIC: Public Comment (4:35-4:40)**
- 7. PUBLIC: Move to Executive Session Presented By: Anya Rader Wallack (4:35-4:40)**
Motion and Vote to Approve Resolution to Move to Executive Session – Majority Required
 - 7a. 2024-12 Resolution to Move to Executive Session - Page 47
- 10. PUBLIC: Votes Presented By: Anya Rader Wallack (5:25-5:30)**
 1. Approve Executive Session Consent Agenda Items - Supermajority Required
 2. Accept GMCB Budget Orders, 2025 Targets and Methodology, and Enter 2025 Program Agreements – Supermajority Required
- 11. PUBLIC: Adjourn Presented By: Anya Rader Wallack (5:35)**
- 12. PUBLIC FYI Documents**
 - 14a. 2024-12 Public Affairs Report - Page 114



**OneCare Vermont Accountable Care Organization, LLC
Consent Agenda Cover Page**

Public Session

December 19, 2024

Agenda Item	Reason for Review and Request for Approval
a. Consent Agenda Cover Page	Reference only.
b. Draft Public Session Minutes November 19 th , 2024	Review and approval of prior month's minutes.
c. Board Committee Reports November 2024	Summary of Board subcommittee meetings from the past months.
d. Participation Waiver for UVMMC to Provide Prescribed Antibiotics for Patient Discharged to Woodridge Skilled Nursing Facility	Participation waiver to provide antibiotics for patients who are discharged to Woodridge Skilled Nursing Facility.
e. Resolution Adopting Reimbursement for Consumer Managers and Representatives for Board and Committee Meetings	Approval of increase in consumer member board meeting and committee meeting stipends.
f. Participation Waiver for UVMMC to Pay for Prescribed Medications for Patient Discharged to Northeastern Vermont Regional Hospital	Participation waiver for prescribed medications to be paid for by UVMMC for patients discharged to Northeastern.
g. Summary of Policies h. 01-02 Conflict of Interest i. 06-01 Record Retention j. 06-19 Complaints, Grievances, and Appeals for Attributed Lives k. 07-03 Privacy l. 07-07 Code of Conduct m. 07-09 Security	Review and approval of policies.



OneCare Vermont Accountable Care Organization, LLC
Board of Managers Meeting
November 19, 2024
Public Session 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 19, 2024. Public access was also available at OneCare offices in Colchester, Vermont.

I. Call to Order and Board Announcements

Board Chair Anya Rader Wallack called the meeting to order at 4:05 p.m. She welcomed members of the public.

II. Public Consent Agenda Items

The Board reviewed consent agenda items including: (1) Draft Public Session Minutes from October 28, 2024; (2) Board Committee Reports November 2024; (3) Summary of Policies; (4) 04-06 Disbursement Policy; (5) Participation Waiver for Funded Projects; and (6) Participation Waiver for UVMHC to Provide Prescribed Antibiotics for Patient Discharged to Birchwood Terrace Skilled Nursing Facility.

An opportunity for discussion was offered.

A Motion to Approve the Consent Agenda Items was made by S. LeBlanc, seconded by T. Huebner, and approved by a supermajority.

III. Governance

A nomination for the seat for Academic Medical Center in VT was presented to the Board, as well as a nomination for Audit Committee Chair.

An opportunity for discussion was offered.

A Motion to approve the resolution reappointing Jennifer Gilwee, MD to the Board of Managers and Sandy Rouse to the Audit Committee Chair was made by T. Dee, seconded by J. Moschella, and approved by a supermajority. J. Gilwee abstained.

IV. Public Comment

An opportunity for public comment was offered.

V. Move to Executive Session

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

VI. Votes from Executive Session

1. Approve Executive Session Consent Agenda Items – **Approved by supermajority.**
2. Approve the Resolution to Enter into FY25 Payer Contracts Subject to Conditions - **Approved by supermajority.**
3. Approve Personnel Action – **Approved by supermajority via email.**

VII. Adjournment

The meeting adjourned at 5:52 p.m.

Attendance:

OneCare Board Managers

Present:

Judy Peterson	Tom Dee	Toby Sadkin, MD
Steve LeBlanc	Michael Costa	Judi Fox
Tom Huebner	Adriane Trout, MD	Jen Gilwee, MD
Sierra Lowell	Anya Rader Wallack	Jessica Moschella

Absent:

Teresa Fama	Dick Courcelle	Coleen Condon
Sandy Rouse		

OneCare Leadership and Staff

Present:

Lucie Garand	Abe Berman	Kellie Hinton
Sara Barry	Aaron Perry	Carrie Wulfman
Tom Borys		



OneCare Board of Managers Committee Reports

December 2024

Executive Committee (meets monthly)

The Executive Committee met with the incoming interim CEO to discuss priorities for 2025 as well as the regulatory budget process. The committee is next scheduled to meet on January 15th, 2025.

Finance Committee (meets monthly)

At its December 18th meeting, the committee reviewed the GMCB's staff presentation on OneCare's 2025 budget and discussed a payer term sheet. They reviewed and discussed PY25 payer targets. They also received updates on and discussed PY24 PHM, the PY25 CPR practice rates, and the PY24 settlement. The committee is scheduled to meet next on January 15th, 2024.

Population Health Strategy Committee (meets monthly)

The December meeting was canceled. The committee is next scheduled to meet on January 13th, 2025.

Patient & Family Advisory Committee (meets monthly)

At its December 10th meeting, the committee heard from OneCare leadership (Carrie Wulfman, MD and Thomas Borys, the CFO and incoming interim CEO) around organizational transitions, including the planned closure of OneCare in 2025. Mr. Borys emphasized his goals of providing stability for employees and ensuring strong provider performance while leaving a positive legacy. He heard concerns regarding OneCare's sunseting and its implications for the Green Mountain Care Board's directives and the new AHEAD program. He reassured attendees that funding, reliant on budget approval, would continue through 2025, despite the evolving financial landscape. Ms. Burke provided a presentation on the 2023 Quality results noting improvements in performance metrics, particularly in the Medicare Program. The meeting wrapped up with Ms. Cohen, Esq. introducing the second round of waiver funding projects which detailed the initiatives that allocated funds to support waivers in Vermont. The committee is next scheduled to meet on January 28, 2025.

Audit Committee (meets quarterly)

The committee conducted its business asynchronously in December and is next scheduled to meeting on March 3rd, 2025.



OneCare Vermont Accountable Care Organization
Board of Managers Resolution Invoking
Participation Waiver for UVMHC to Provide
Prescribed Antibiotics for Patient Discharged to
Woodridge Skilled Nursing Facility
December 19, 2024

WHEREAS, OneCare participates in the Vermont All Payer ACO Model Vermont Medicare ACO Initiative and the Vermont Medicaid Next Generation Program. The Secretary of the Department of Health and Human Services by and through CMS, and the Department of Vermont Health Access, have provided certain waivers of federal and state fraud and abuse laws in connection with the Vermont All Payer ACO Model (“APM”), the Fraud and Abuse Waiver Notice for Vermont ACO Initiative and the OneCare Medicaid agreement; and

WHEREAS, Vermont hospitals are experiencing high inpatient census, which includes patients who do not require acute care, but who remain in inpatient settings as a result of non-medical barriers to discharge; and

WHEREAS, patients remaining in inpatient beds limits the ability of hospitals to provide treatment to new patients presenting with acute care needs and detracts the patients’ treatment; and

WHEREAS, OneCare’s goals (shared with the entire health care delivery system) for cost and quality as well as patients’ needs are best served by transferring patients no longer in need of acute care out of acute care settings and to settings that deliver the medically appropriate level of care; and

WHEREAS, The Participation waivers are available when, among other things, the governing body of the ACO has reviewed and determined that the arrangements are reasonably related to ACO Activities. ACO Activities include:

- Promoting accountability for quality of care;
- Promoting accountability for cost of care;
- Promoting accountability for overall care;
- Managing and coordinating care;
- 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;
- Promoting evidence based medicine;
- Promoting patient engagement;
- Reporting on quality and cost measures;



- Coordinating care with telehealth, remote monitoring and other technologies;
- Establishing and improving ACO clinical systems;
- Establishing and improving ACO administrative systems;
- Meeting Programs' quality standards;
- Evaluating patient health;
- Communicating clinical knowledge;
- Communicating evidence-based medicine; and
- Developing standards for patient access and communication including to medical records.

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

OneCare, in furtherance of its strategic goals and in pursuit of ACO Activities, and with an intention to assist in the response to high patient census in acute inpatient settings, is assisting its network of providers in implementing delivery system innovations. The OneCare Board of Managers has duly authorized the arrangement below and made a bona fide determination that it is reasonably related to one or more of the above ACO Activities. In invoking these waivers, no determination has been made that the arrangement is prohibited by any law regulation. The description of the arrangement is set forth below for the purpose of OneCare and its network availing themselves of the protections afforded under the ACO Participation Waiver.

1. The University of Vermont Medical Center ("UVMHC"), an ACO Participant, will pay the cost up to \$4000 for medication for a patient discharged from UVMHC inpatient status to Woodridge skilled nursing facility who will administer the medication on site.



OneCare Vermont

OneCare Vermont Accountable Care Organization
Board of Managers Resolution Adopting
Reimbursement for Consumer Managers for
Board and Committee Meetings
December 19, 2024

Whereas, the Board of Managers (the “Board”) of OneCare Vermont Accountable Care Organization, LLC (“OneCare”) has in effect, by Resolution, a policy of providing stipends to Consumer Managers of \$150 per Board meeting and \$50 per Consumer Representative for Patient and Family Advisory Committee meetings; and

Whereas, these stipends have not been updated or revised since 2020; and

Whereas, consumer representatives have asked for reevaluation of stipends given cost of living increases and inflation over the past five years;

NOW, THEREFORE, BE IT RESOLVED by as follows:

1. The Board, having reviewed and discussed the costs incurred by Consumer Managers to prepare for and participate in Board meetings hereby directs that \$300 per meeting be paid to each Consumer Manager upon his/her request for attendance at Board meetings by phone or video beginning January 2025, and an additional \$100 for travel expenses to attend in-person Board meetings.
2. The Board, having reviewed and discussed the costs incurred by Consumer Managers to chair Committee meetings hereby directs that up to \$150 per meeting be paid to each Consumer Manager upon his/her request for chairing a Committee meeting in any forum beginning January 2025.
3. The Board, having reviewed and discussed the costs incurred by Consumer Managers and/or Consumer Representatives to serve as Committee Members hereby directs that up to \$100 per meeting be paid to each Consumer Manager and/or Representative upon his/her request for participation in a Committee meeting, whether in-person or remote, beginning January 2025.



**OneCare Vermont Accountable Care Organization
Board of Managers Resolution Invoking
Participation Waiver for UVMHC to Pay for
Prescribed Medications for Patient Discharged to
Northeastern Vermont Regional Hospital
December 19, 2024**

WHEREAS, OneCare participates in the Vermont All Payer ACO Model Vermont Medicare ACO Initiative and the Vermont Medicaid Next Generation Program. The Secretary of the Department of Health and Human Services by and through CMS, and the Department of Vermont Health Access, have provided certain waivers of federal and state fraud and abuse laws in connection with the Vermont All Payer ACO Model (“APM”), the Fraud and Abuse Waiver Notice for Vermont ACO Initiative and the OneCare Medicaid agreement; and

WHEREAS, Vermont hospitals are experiencing high inpatient census, which includes patients who do not require acute care, but who remain in inpatient settings as a result of non-medical barriers to discharge; and

WHEREAS, patients remaining in inpatient beds limits the ability of hospitals to provide treatment to new patients presenting with acute care needs and detracts the patients’ treatment; and

WHEREAS, OneCare’s goals (shared with the entire health care delivery system) for cost and quality as well as patients’ needs are best served by transferring patients no longer in need of acute care out of acute care settings and to settings that deliver the medically appropriate level of care; and

WHEREAS, The Participation waivers are available when, among other things, the governing body of the ACO has reviewed and determined that the arrangements are reasonably related to ACO Activities. ACO Activities include:

- Promoting accountability for quality of care;
- Promoting accountability for cost of care;
- Promoting accountability for overall care;
- Managing and coordinating care;
- 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;
- Promoting evidence based medicine;
- Promoting patient engagement;
- Reporting on quality and cost measures;



- Coordinating care with telehealth, remote monitoring and other technologies;
- Establishing and improving ACO clinical systems;
- Establishing and improving ACO administrative systems;
- Meeting Programs' quality standards;
- Evaluating patient health;
- Communicating clinical knowledge;
- Communicating evidence-based medicine; and
- Developing standards for patient access and communication including to medical records.

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

OneCare, in furtherance of its strategic goals and in pursuit of ACO Activities, and with an intention to assist in the response to high patient census in acute inpatient settings, is assisting its network of providers in implementing delivery system innovations. The OneCare Board of Managers has duly authorized the arrangement below and made a bona fide determination that it is reasonably related to one or more of the above ACO Activities. In invoking these waivers, no determination has been made that the arrangement is prohibited by any law regulation. The description of the arrangement is set forth below for the purpose of OneCare and its network availing themselves of the protections afforded under the ACO Participation Waiver.

1. The University of Vermont Medical Center ("UVMHC"), an ACO Participant, will pay the cost up to \$10,000 for medications including Daptomycin, Ceftaroline and Linezolid for a patient discharged from UVMHC inpatient status to Northeastern Vermont Regional Hospital who will administer the medication on site.



Board of Managers Summary of Policy Changes

Public Session

December 2024

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

- **01-02 Conflict of Interest**
 - **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 by Interested Persons.
 - **Key Changes:** No substantive edits.
 - **Committee Endorsement:** N/A

- **06-01 Record Retention**
 - **Purpose:** To establish guidelines for the retention and disposal of records that are created and maintained by OneCare.
 - **Key Changes:** No substantive edits.
 - **Committee Endorsement:** N/A

- **06-19 Complaints, Grievances, and Appeals for Attributed Lives**
 - **Purpose:** To provide Attributed Lives with a process for addressing Complaints, Grievances and Appeals with OneCare.
 - **Key Changes:** No substantive edits.
 - **Committee Endorsement:** Compliance Committee (10/25/24), Audit Committee ()

- **07-03 Privacy**
 - **Purpose:** To outline OneCare’s privacy compliance program, providing guidelines for maintaining the privacy of protected health information (“PHI”) received, maintained, used, or disclosed by OneCare.
 - **Key Changes:** Two federal citations (45 CFR § 164.506(c)(5) and 45 CFR § 164.512) were corrected.
 - **Committee Endorsement:** Compliance Committee (10/25/24), Audit Committee (12/16/24)

- **07-07 Code of Conduct**
 - **Purpose:** To set forth its commitment that all persons employed by and entities engaged in business with OneCare will strive to act in a manner that promotes OneCare’s mission, is consistent with OneCare’s values, and complies with all applicable laws, regulations, policies, regulatory, and ethical standards, as outlined in this Policy.
 - **Key Changes:** The 07-10 Nonretaliation policy was added within Section VII; and the toll-free telephone number for the Compliance Hotline (877-644-7176, Option 2) was updated.
 - **Committee Endorsement:** Compliance Committee (10/25/24), Audit Committee (12/16/24)

- **07-08 Security**
 - **Purpose:** To outline OneCare’s security compliance program, providing guidelines for maintaining the security of electronic protected health information (“ePHI”) received, maintained, used, or transmitted by OneCare.
 - **Key Changes:** The toll-free telephone number for the Compliance Hotline (877-644-7176, Option 2) was updated.
 - **Committee Endorsement:** Compliance Committee (10/25/24), Audit Committee (12/16/24)

Policy Number & Title:	01-02 Conflict of Interest
Responsible Department:	Legal
Author:	Aaron Perry, Chief Legal Counsel
Original Implementation Date:	September 4, 2012
Board Approval Date:	December 19, 2024
Revision Effective Date:	December 19, 2024

- 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, 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 stepparent, 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, Chief Financial Officer, and Chief Legal Counsel.

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 for the purpose of providing either 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 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.

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 prescribed 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 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 make 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. 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, 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, which may include 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 SharePoint: [Department: Policies, Category: Active](#)

Management Approval:

Chief Legal Counsel

Date

Chief Operating Officer

Date

Policy Number & Title:	06-01 Record Retention
Responsible Department:	Operations
Author:	Sara Barry, Chief Operating Officer
Original Implementation Date:	January 1, 2017
Board Approval Date:	December 19, 2024
Revision Effective Date:	December 19, 2024

- I. **Purpose:** To establish guidelines for the retention and disposal of records that are created and maintained by OneCare.
- II. **Scope:** Applicable to records that are created or maintained by OneCare.
- 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:

Records means any written, electronic or other medium on which information is stored. “Records” include, among other things, paper documents, electronic mail, computer files, images, spreadsheets, CDs, discs, tapes, computer back-up tapes and files, calculations and records of payments.

- IV. **Policy:** It is the policy of OneCare to retain and dispose of records for the period required by applicable federal, state, and local laws, rules and regulations, ACO Program Agreements, and contractual obligations.

A. Retention Guidelines:

All Records shall be maintained for a period of ten (10) years. Any Records that are the subject of an external audit, evaluation, inspection, or investigation, or are involved in a litigation or contested proceeding, shall be maintained for ten (10) years from the date such event(s) are completed, settled, or otherwise resolved, as determined by the Chief Legal Counsel. Records may be retained either in paper or electronic format, as appropriate, and may be stored at remote locations if on-site retention is not needed for administrative convenience.

B. Disposal Guidelines:

Records may be disposed of after ten (10) years in accordance with the Retention Guidelines. Records should be disposed of in a manner that safeguards any HIPAA protected, confidential, sensitive or proprietary business information contained in the records.

C. Litigation and Audit Hold Guidelines:

The OneCare Chief Legal Counsel and Chief Operating Officer should be notified immediately if a OneCare employee receives notification of any claim or complaint that could lead to litigation or a government investigation or an audit of an ACO Program. Upon receipt of notice of a claim, pending or future litigation or audit of an ACO Program, the recipient of the information will advise the Chief Legal Counsel and will communicate with affected persons to assure that evidence and records relating to the litigation or investigation are preserved and maintained until the litigation or investigation is concluded. A litigation or audit hold takes precedence over the regular disposal of records and records that meet the hold should not be disposed.

- V. **Review Process:** This policy shall be reviewed annually and updated to be consistent with revisions in laws, regulations and contractual requirements.

VI. References:

- OneCare’s Policy and Procedure Glossary
- OneCare’s Program Agreements with Payers
- OneCare’s Risk Bearing Participant and Preferred Provider Agreement
- GMCB Rule 5.000: Oversight of Accountable Care Organizations

VII. Related Policies/Procedures:

Location on SharePoint: [Department: Policies, Category: Active](#)

Management Approval:

Chief Legal Counsel

Date

Chief Operating Officer

Date

Policy Number & Title:	06-19 Complaints, Grievances, and Appeals for Attributed Lives
Responsible Department:	Operations
Author:	Sara Barry, Chief Operating Officer
Original Implementation Date:	January 1, 2018
Board Approval Date:	December 19, 2024
Revision Effective Date:	December 19, 2024

- I. **Purpose:** To provide Attributed Lives with a process for addressing Complaints, Grievances and Appeals with OneCare. Processes not within OneCare’s authority to resolve, such as Appeals, will be referred to the relevant Payer process, as described in this Policy, and in accordance with applicable laws, regulations, and Payer Program Agreement terms.
- II. **Scope:** Applicable to members of OneCare’s Workforce, Members of the Board of Managers and Board Committees, Providers, and other members of OneCare’s Network.
- III. **Definitions:** Capitalized terms have the same definition as set forth in OneCare’s *Policy and Procedure Glossary*. For purposes of this policy, the terms below have the following meanings:

Adverse Benefit Determination refers to a determination by a Commercial Payer regarding benefits afforded to an Attributed Individual under a commercial health plan, or a determination by DVHA regarding matters defined by 42 CFR § 438.400(b) under the VMNG Program.

Appeal refers to review of an Adverse Benefit Determination. Such reviews remain with the relevant Payer and are subject to the Grievance and Appeal Process of that Payer.

Clinical Decision-Making refers to the process engaged in by licensed clinicians—such as physicians, physician assistants, nurses, and physical therapists, among others—involving the judicious use of evidence, and taking into account both the expertise of the clinician and the needs and wishes of the individual patient, to make and implement decisions regarding the patient’s care. A decision made by a Payer that impacts this process, such as denying authorization for certain treatments, procedures, or courses of care, is considered an Adverse Benefit Determination rather than a part of the clinical decision-making process.

Grievance refers to an Attributed Individual(s)’s expression of dissatisfaction about actions taken by OneCare or its Providers that relate to Attributed Lives such as dissatisfaction with an ACO Program, an ACO Program policy, or a Provider affiliated with a Payer, which may include the quality of care or services provided, aspects of interpersonal relationships such as rudeness of a Provider or employee, or failure to respect the Attributed Individual’s “Member Rights”, as that term is defined in this Policy, regardless of whether remedial action is requested. Grievances related to clinical decision-making or an Adverse Benefit Determination are resolved with the Payer(s).

Grievance and Appeal Process refers to the process by which a Payer addresses Appeals of Adverse Benefit Determinations and Grievances.

Member Rights refers to rights afforded to Attributed Lives by GMCB Rule 5.000, the relevant ACO Program Agreement—including those set forth in the VMNG Program Agreement—and by any applicable federal and state laws, rules, and regulations.

VMNG Program refers to the Vermont Medicaid Next Generation Accountable Care Organization ACO Program administered by OneCare and services by its ACO Network Providers.

IV. Policy: OneCare shall maintain a process for Attributed Lives to bring and resolve Complaints and Grievances, and to refer Appeals of Adverse Benefit Determinations, as well as certain Grievances, to the Grievance and Appeal Process of the relevant Payer(s).

OneCare will ensure Attributed Lives are provided with copies of medical records and other relevant documents necessary to participate in this process, and will fully cooperate in the Grievance and Appeal Processes of Payers. At all times during this process, OneCare will work with Attributed Lives, their families and representatives to resolve Complaints and Grievances.

- A. Complaints:** An Attributed Individual may make a Complaint at any time. If the Complaint cannot be resolved informally, OneCare will provide reasonable assistance to the Attributed Individual with submitting a Grievance, including completion of forms and other relevant steps associated with this process.
- B. Grievances:** An Attributed Individual may also present a Grievance orally or in writing at any time. An initial effort to resolve a Grievance informally is not required. OneCare will provide reasonable assistance with completing forms and taking other procedural steps related to the process, as well as providing auxiliary aids and services, such as interpreter services, upon request.

Upon receiving a Grievance, OneCare will appoint appropriate representatives to consider the Grievance pursuant to the requirements of 42 CFR §438.406 and will provide the Attributed Individual with notice of its determination within 14 days in a manner and format that may be easily understood and is readily accessible. The 14-day timeframe may be extended due to the complexity of the review, in which case the Attributed Individual will be notified of the delay and provided a response within a reasonable timeframe not to exceed 90 days.

If an individual attributed to the VMNG Program is unsatisfied with OneCare's determination concerning a Grievance, OneCare will offer them the opportunity to escalate the Grievance to DVHA's Grievance and Appeal Process, and will provide them with contact information for the Office of the Health Care Advocate.

- C. Appeals:** OneCare will refer Appeals presented by individuals attributed by Medicare and Commercial Payers to the relevant Payer's Grievance and Appeal Process. Similarly, OneCare will refer Appeals presented by individuals attributed to the VMNG Program to DVHA's Grievance and Appeal Process, while serving as the first line of intake, and will further advise them of their right to escalate the matter to the State Fair Hearing process in accordance with 42 CFR § 438.408.
- D. Evidence and Testimony:** OneCare will provide the Attributed Individual with a reasonable opportunity, in person and in writing, to present evidence and testimony and make legal and factual arguments.

OneCare will inform individuals attributed to the VMNG Program of the limited time available sufficiently in advance of the resolution timeframe for Appeals as specified in § 438.408(b) and (c) in the case of expedited resolution, respectively 30 days or 72 hours.

- E. Medical Records, Documents, and Other Records:** OneCare will ensure the Attributed Individual, and their representative(s), are provided with any records necessary to the process if requested, including: medical records, other relevant documents or records, and any new or additional evidence considered, relied upon, or generated by OneCare - or at OneCare's direction - in connection with this process. OneCare will ensure this information is provided free of charge and sufficiently in advance of the resolution timeframe for Grievances or Appeals, as specified in § 438.408(b) and (c).

F. Notification: OneCare will provide notice regarding disposition of a Grievance in the following manner:

- a. Attributed Individual: OneCare will provide notice to the Attributed Individual as expeditiously as their Attributed Individual's health condition requires, and within State-established timeframes that may not exceed the timeframes specified in 42 CFR § 438.408(b) and (c).
- b. Payers: OneCare will provide notice to the relevant Payer at the same time it provides notice to the Attributed Individual.
- c. Office of the Health Care Advocate: No less than twice per year, or as directed by the Green Mountain Care Board ("GMCB"), OneCare will provide aggregated reports of Complaints and Grievances to the Office of the Health Care Advocate. OneCare will provide the information in de-identified form in accordance with 45 CFR § 164.514.
- d. Green Mountain Care Board: As directed, but no less than twice per year, OneCare will provide aggregated reports of Complaints and Grievances to the GMCB. OneCare will provide this information in de-identified form in accordance with 45 CFR § 164.514.

G. Maintenance of Records: OneCare will maintain accurate records of Complaints, Grievances, and Appeals in accordance with GMCB Rule 5.208 and OneCare's policy entitled *06-01 Record Retention*.

V. Review Process: This policy will be reviewed annually and in accordance with the terms of OneCare's ACO Program agreements with Payers, and with federal and state law and regulations.

VI. References:

- OneCare ACO Program agreements with Payers
- GMCB Rules 5.000, 5.208, 5.501, and 5.503
- 42 CFR §438.400
- 42 CFR §438.406
- 42 CFR §438.408
- 45 CFR §164.514
- HIPAA Privacy and Security Rules

VII. Related Policies/Procedures:

- 06-01 Record Retention Policy
- 005-44 OneCare Inquiries, Complaints, Grievances and Appeals Procedure

Location on SharePoint: [Department: Policies; Category: Active](#)

Management Approval:

Chief Operating Officer

Date

Policy Number & Title:	07-03 Privacy
Responsible Department/s:	Compliance
Author:	Regina Alexander, Chief Compliance and Privacy Officer
Original Implementation Date:	September 23, 2013
Board Approval Date:	December 19, 2024
Revision Effective Date:	December 19, 2024

I. Purpose

The Privacy Policy (“Policy”) outlines OneCare’s privacy compliance program, providing guidelines for maintaining the privacy of protected health information (“PHI”) received, maintained, used, or disclosed by OneCare. As a Business Associate of the members of its ACO Network, OneCare shall maintain the confidentiality and integrity of all PHI entrusted to it in compliance with the requirements of HIPAA, OneCare’s *03-03 Data Use Policy*, relevant Business Associate and Data Use Agreements, and applicable state and federal law.

II. Scope

This Policy applies to OneCare, its Workforce, Participants, Preferred Providers, Collaborators and Business Associate Subcontractors, and any other individual or entity using Claims Data, Clinical Data, or Other Data provided to or by OneCare. This Data is provided to OneCare to further ACO Program goals and to permit ACO to perform ACO Activities and population health management functions.

III. Definitions

For purposes of this Policy, terms defined under the following laws, statutes, regulations, and rules will retain those definitions: the Privacy and Security Rules of the Administrative Simplification provisions of the federal Health Insurance Portability and Accountability Act of 1996 (commonly known as HIPAA), Title XIII of the Health Information Technology for Economic and Clinical Health Act (“HITECH”) and implementing rules, the American Recovery and Reinvestment Act (“ARRA”), any and all State of Vermont privacy laws, and the Standards for Privacy of Individually Identifiable Health Information (“Privacy Rule”) (Collectively referred to using the term “HIPAA.”)

Other commonly used terms have the same definition as may be found in OneCare’s *03-03 Data Use Policy* and its *Policy and Procedure Glossary* in that order of primacy.

IV. Policy

It is OneCare’s policy to maintain the privacy of personal identifiable information (“PII”) and PHI it receives, maintains, uses, or discloses. To that end, OneCare implements the following safeguards and privacy elements to ensure compliance with HIPAA:

A. Designation of OHCA

OneCare and its ACO Network have designated themselves an Organized Health Care Arrangement (“OHCA”) for the purpose of facilitating the use and disclosure of PHI amongst the members of the ACO Network for treatment, payment, and healthcare operations purposes, or as otherwise permitted under HIPAA, as set forth in 45 CFR §160.103, §164.506 (c)(5).

B. Uses and Disclosures of PHI to Carry Out Treatment, Payment, or Healthcare Operations

OneCare may use or disclose PHI of its Participants’ patients for Accountable Care Organization

Activities (“ACO Activities”) purposes as described in agreements with members of its ACO Network, in compliance with OneCare’s *03-03 Data Use Policy*, and as permitted by HIPAA. OneCare’s uses and disclosures of PHI will generally be for healthcare operations, e.g. carrying out the ACO Activities of care coordination, quality collection and assessment, and population health management, as set forth in 45 CFR §164.502(a)(1), §164.506.

C. Minimum Necessary Standard

OneCare will comply with the Minimum Necessary Standard and will make all reasonable efforts to limit access and use of PHI to the minimum necessary amount to accomplish the intended purpose of the use, disclosure, or request, as set forth in 45 CFR §164.502(b).

D. De-Identified PHI

Health information that is not individually identifiable and meets the definition of de-identified information under HIPAA, as set forth in 45 CFR § 164.514, is not PHI and consequently is not subject to this Policy. De-identified information may be used by OneCare as authorized by an executed DUA between OneCare and the CE source of the health information, and in compliance with OneCare’s *03-03 Data Use Policy*.

E. Other Uses and Disclosures of PHI Permitted by Law

OneCare will release health information to the Secretary of the US Agency of Health and Human Services (“HHS”), or any other federal or state government entity with regulatory oversight authority over OneCare, when required to do so under HIPAA, contractual agreement, or applicable law.

In compliance with 45 CFR § 164.512, OneCare may disclose PHI, without consent, under the following limited circumstances: emergency situations and disaster relief efforts; for public health activities; in response to requests from health oversight agencies; in response to orders or subpoenas issued in accordance with judicial or administrative proceedings; in relation to serious threats to health or safety; in response to discovery requests in workers’ compensation matters; in response to qualifying requests related to whistleblowers and victims of crime. All such requests shall be reviewed, authorized, and documented by the CCPO and/or ACO Legal Counsel prior to disclosure.

F. Disclosures Outside of ACO Activities

If OneCare receives a request(s) for the use or disclosure of PHI outside of ACO Activities, the CCPO and/or ACO Legal Counsel, or their designees, will communicate with the requester regarding proper use or disclosure of the PHI prior to any such use or disclosure. OneCare will comply with HIPAA and its contractual obligations, OneCare’s *03-03 Data Use Policy*, and any applicable privacy laws when disclosing the requested PHI. OneCare will maintain an accounting of such uses and disclosures of PHI outside of ACO Activities.

G. Compliance with Network Privacy Practices and Requests for Restrictions and Confidential Treatment

To the extent that a member of the ACO Network has specifically instructed OneCare of a limitation contained in their Notice of Privacy Practices, or a restriction of how an attributed patient’s PHI may be used or disclosed, OneCare will, if possible, limit its use or disclosure of PHI received from that member of the ACO Network for that specific patient in accordance with such limitation or restriction, as set forth in 45 CFR §164.522. OneCare shall also discontinue the permitted use and disclosure of a patient’s PHI if the attributed patient has affirmatively opted-out of data sharing with the ACO.

H. Subcontractors

OneCare may use subcontractor(s) to perform certain services for OneCare that may require it to access or use PHI. These subcontractors are required to enter into a subcontractor BAA (Business Associate Agreement) with OneCare that complies with HIPAA prior to receiving access to any PHI in OneCare's possession or control. Any subcontractor that releases information to a "next level" subcontractor will be required to enter into a contractual agreement with such subcontractor binding it to the same restrictions regarding use of PHI as apply to OneCare and the original subcontractor, as set forth in 45 CFR §164.502.

I. Patient Rights

Under HIPAA, patients have the right to inspect, amend, request restriction or confidentiality of, and/or obtain accountings of disclosures of their PHI, as set forth in 45 CFR §164.522, §164.524, §164.526 and §164.528.

OneCare will direct request(s) by patients attributed to the ACO directly to the relevant Participant, Preferred Provider, or Payer to perform such action(s). Where OneCare's data systems are implicated by the requested action, OneCare will cooperate to the extent it is able to accomplish the requested action.

J. Designated Privacy Officer

The CCPO will be the designated Privacy Officer for OneCare. The Privacy Officer will be responsible for the development and implementation of policies and procedures relating to privacy, reporting The Privacy Officer will also serve as the contact person for participants who have questions, concerns, or complaints about the privacy of their PHI, as set forth in 45 CFR 164.530(a)(1).

K. Training and Education

All OneCare Workforce, Board of Managers, and privacy and/or compliance contacts of the ACO Network are required to complete annual Compliance Training, which includes HIPAA and Privacy training. The CCPO will update the required training to reflect changes in applicable laws no less than annually, as set forth in 45 CFR 164.530(b).

L. Reporting and Investigations of Violations, Sanctions and Mitigation

OneCare maintains a confidential communication mechanism so that OneCare's Workforce, ACO Network and others may report compliance concerns, including potential privacy violations, without concern of retaliation. Each member of OneCare's Workforce must report conduct they reasonably believe is in violation of HIPAA, the Compliance Program, and/or applicable law.

When a privacy violation is confirmed to have resulted from a failure by a Workforce member to comply with this Policy, the CCPO shall ensure that an appropriate sanction is imposed. Sanctions shall be dependent upon the nature of the failure to comply and may range from training to reinforce the policy or procedure violated up to and including termination of employment. To the extent practicable, OneCare will mitigate any harmful effect known to it of a use or disclosure of PHI in violation of this Policy, as set forth in 45 CFR 164.530(d) & (e).

For detailed information on reporting potential or actual violations, please see OneCare’s 07-08 Compliance Communication, Reporting and Investigation Policy, 07-02 Compliance Policy, and 07-07 Code of Conduct. OneCare will take appropriate action to investigate and take corrective action in response to any identified privacy violations. Such corrective action may include additional training, revision of policies and procedures and/or Workforce discipline.

V. Review Process: This Policy 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.

VI. References

- Payer Program Agreements and Requirements (including BAAs and DUAs)
- OneCare’s Policy and Procedure Glossary

VII. Related Policies/Procedures

- 03-03 Data Use Policy
- 03-05 Data Transparency Policy
- 07-02 Compliance Policy
- 07-07 Code of Conduct Policy
- 07-08 Compliance Communication, Reporting and Investigation Policy
- 07-09 Security Policy

Location on SharePoint: [Department: Policies, Category: Active](#)

Management Approval:

Chief Operating Officer Date

Chief Compliance and Privacy Officer Date

Policy Number & Title:	07-07 Code of Conduct
Responsible Department:	Compliance
Author:	Regina Alexander, Chief Compliance and Privacy Officer
Original Implementation Date:	January 1, 2017
Board Approval Date:	December 19, 2024
Revision Effective Date:	December 19, 2024

- I. **Purpose:** OneCare adopts this *07-07 Code of Conduct* (“Policy”) to set forth its commitment that all persons employed by and entities engaged in business with OneCare will strive to act in a manner that promotes OneCare’s mission, is consistent with OneCare’s values, and complies with all applicable laws, regulations, policies, regulatory, and ethical standards, as outlined in this Policy.
- II. **Scope:** Applicable to OneCare’s Workforce, Officers, Board of Managers, Committees, members of the OneCare ACO Network, and any individual or entity conducting business with or on behalf of OneCare.
- III. **Definitions:** Capitalized terms have the same definition as defined in *OneCare’s Policy and Procedure Glossary*.

IV. Policy

OneCare is an Accountable Care Organization (ACO), owned and operated in Vermont to serve Vermonters. ACOs, like OneCare, represent a cooperative effort of providers who have pooled their resources and expertise to deliver care that is better coordinated, yielding better health outcomes and greater satisfaction. OneCare does not deliver care, but provides resources and support to the providers that care for patients. OneCare partners with local health care providers, and provides core supports for them as they change the way they deliver care and accept increasing accountability for the cost and quality of care. OneCare supports providers through three key core capabilities: Network performance management, data and analytics, and payment reform.

1. Mission, Vision and Values

OneCare partners with local health care providers to transform Vermont’s health care system to one that focuses on health goals by providing actionable data and innovative payments that foster better outcomes for all.

OneCare believes in a trusted, equitable health care system where patients and providers work together to achieve optimal health and an exceptional care experience for all.

To uphold its mission and vision, OneCare incorporate the following values when conducting its business:

- Collaboration: OneCare actively builds a culture of partnership & teamwork.
- Excellence: OneCare passionately pursues excellence using data-driven results and a quality focus.
- Innovation: OneCare leads through innovation, uses courage to challenge existing systems, and acts as a catalyst for reform.
- Equity: OneCare seeks out and attend to health disparities so that everyone can attain their full health potential.
- Communication: OneCare shares information and ideas directly and clearly.
- Integrity: OneCare is honest, ethical, and transparent in all that we do.

Workforce and Network are expected to uphold the Mission, Vision and Values when conducting work for and on behalf of OneCare. OneCare's ACO activities reflect its mission, vision and values in the following ways:

A. Accurate Quality Reporting and Certifications

OneCare submits quality and data to payers and regulatory agencies. OneCare Workforce and Network will collaborate in the collection and reporting of data in an accurate and secure manner. All persons involved in the submission of data will strictly adhere to applicable instructions and guidance in collecting and reporting data, including healthcare privacy laws and regulations.

OneCare also makes certifications regarding its governance and operations to government agencies and contracted parties. OneCare will ensure that such certifications are complete and accurate to the best of its knowledge and ability. OneCare will keep accurate files and records to support its certifications and reports.

Individuals who become aware of any potential violation of law or OneCare policy relating to quality reporting and certifications, or who are concerned about anything relating to such reports and certifications, should immediately report the violation or concern to OneCare.

B. Transparency and Public Participation

OneCare recognizes that part of being accountable for the quality, cost and overall care of attributed beneficiaries includes being transparent about many aspects of its governance, network, clinical model, cost and quality measures, and other aspects required by applicable state and federal laws and regulations. OneCare complies with all applicable public reporting requirements, using its website and other means, including direct communications with public authorities.

OneCare's Board of Managers includes Consumer Managers and provides the opportunity for public comment at its meetings. OneCare promotes attributed beneficiary input through its Patient and Family Advisory Committee, collection of beneficiary feedback by public website, email and phone, and participation in other ways such as public forums and meetings.

Beneficiaries who become aware of any potential violation of law or OneCare policy relating to transparency or public participation, or who are concerned about anything relating to such transparency or public participation, should immediately report the violation or concern to OneCare.

C. Beneficiary Choice and Non-Discrimination

OneCare does not limit a beneficiary's choice of provider. A beneficiary attributed to OneCare retains the right to access and choose providers as allowed under his or her payment program. Beneficiaries' care is not limited to providers who are members of OneCare's Network.

OneCare does not discriminate against beneficiaries who are considered "high risk" or likely to incur high costs of care. OneCare and its participants do not deny or limit services based on a beneficiary's race, color, sex, sexual orientation, gender identity or expression, ancestry, place of birth, HIV status, national origin, religion, marital status, age, language, socioeconomic status, physical or mental disability, protected veteran status or obligation for service in the armed forces.

Individuals who become aware of any potential violation of law or OneCare policy relating to beneficiary choice or non-discrimination, or who are concerned about anything relating to such beneficiary choice or non-discrimination, should immediately report the violation or concern to OneCare.

D. Providing Medically Necessary Care

OneCare seeks to keep attributed beneficiaries as healthy as possible by encouraging the right care, at the right time, in the right place. This should make care delivery more efficient and help lower the rate of growth in health care costs. Members of OneCare's Network shall not deny or reduce medically necessary services provided to beneficiaries. OneCare encourages beneficiaries to report questions or concerns regarding the provision of medically necessary care by providers who are members of the ACO to the OneCare's Chief Compliance and Privacy Officer ("CCPO").

E. Provider Enrollment and Exclusion Checks

No provider may be a OneCare member or offer services to OneCare beneficiaries unless he, she or it has demonstrated the appropriate possession of licensure required by law. All providers shall be properly engaged pursuant to a participating provider agreement, and OneCare shall maintain a file on each provider that contains documentation of the provider agreement and tax identification number.

Additionally, OneCare will monitor the following lists of excluded individuals/entities monthly for members of the Network, subcontractors, vendors, and consultants upon hiring or engagement of the same:

- OIG List of Excluded Individuals and Entities ("OIG LEIE")
- The Federal System for Award Management ("SAM") Exclusion Database
- The State of Vermont's Debarment List

F. Communication and Marketing — No Beneficiary Inducements

OneCare abides by applicable federal, state, and contractual requirements when communicating with beneficiaries and the public about OneCare and its operations. OneCare shall notify beneficiaries of their participation in the ACO, as required. OneCare will ensure that marketing and other public communications are clear and not misleading, and not used for a discriminating purpose.

OneCare does not provide gifts or other remuneration to beneficiaries as an inducement to receive services from OneCare or any particular member of its Network, or to share data with OneCare. OneCare must always refrain from activities that could possibly be construed as an attempt to improperly influence these relationships. OneCare recognizes that its Network may, however, provide in-kind items reasonably related to a beneficiary's care that are preventative or advance a clinical goal, consistent with applicable law.

G. Healthcare Fraud and Abuse

OneCare does not offer or accept bribes, kickbacks or other payments designed to influence or compromise the conduct of the recipient; and no member of the OneCare Workforce may accept any funds or other assets (including those provided as preferential treatment to the Workforce for fulfilling their responsibilities), for assisting in obtaining business, including contracts or grants, or for securing special concessions from OneCare. OneCare does not provide gifts or other remuneration to beneficiaries as an inducement to receive services related to OneCare or any particular OneCare participant or to share data with OneCare. OneCare recognizes that its members may, however, provide in-kind items reasonably related to a beneficiary's care that are preventative or advance a clinical goal to the extent compliant with applicable law.

OneCare abides by applicable federal, state, and contractual requirements when

communicating with beneficiaries and the public about OneCare and its operations. OneCare shall notify beneficiaries of their participation in the ACO, as required. OneCare will ensure that marketing and other public communications are clear and not misleading, and not used for a discriminating purpose.

Workforce should conduct their business affairs in such a manner that OneCare's reputation will not be impugned if the details of their dealings should become a matter of public discussion.

The following conduct is expressly prohibited:

- Payment or receipt of money, gifts, loans or other favors of more than nominal value which may tend to influence business decisions or compromise independent judgment;
- Payment or receipt of kickbacks for obtaining business, including contracts or grants, for or from OneCare;
- Any other activity that would similarly degrade the reputation or the integrity of OneCare.

Any OneCare Workforce member found to be receiving, accepting or condoning a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, attempting fraud or engaging in fraud will be subject to termination and possible criminal proceedings. All Workforce members have a responsibility to report any actual or attempted bribery, kickback, fraud, waste or abuse to the OneCare CCPO.

Workforce members must understand the laws and codes that apply to our healthcare business, to ensure the Workforce understands these laws annual and periodic training on these laws and Compliance topics shall be provided and required as a condition of employment.

H. Privacy and Security of Patient Information

OneCare receives beneficiary information from its Network and from Payers under its ACO programs. OneCare uses this information as needed to perform care coordination, quality improvement, quality reporting, and population-health based activities. OneCare is obligated under federal and state laws, Payer data use agreements ("DUA") and contractual agreements to limit the use and disclosure of beneficiary protected health information ("PHI") to activities within the ACO.

OneCare takes these obligations very seriously and shall maintain the PHI of beneficiaries in a confidential and secure manner, in accordance with its *03-03 Data Use Policy* and all applicable legal requirements. OneCare uses all reasonable efforts to limit access to and utilize and disclose only the minimum necessary PHI needed to accomplish the intended purpose of the access or disclosure. OneCare honors beneficiaries' rights to opt-out of data-sharing in accordance with the requirements of each Payer program.

Workforce and members of the Network who become aware of unauthorized or inappropriate disclosure of beneficiary information should immediately make a report to the OneCare CCPO.

I. Confidential and Propriety Business Information

OneCare Workforce are required to maintain all information obtained during the course of employment confidentially. No Workforce member or former member of the Workforce may, without the written consent of OneCare, use for their own benefit or disclose to others any confidential or proprietary information obtained during the course of employment. Any individual who believes that a fellow current or former Workforce member is misusing

confidential information must immediately make a report to the CCPO.

J. Conflicts of Interest

OneCare Workforce owe a duty of loyalty to OneCare, and therefore should avoid any actual or apparent conflicts of interest. While conflicts can arise in many different contexts, in general Workforce, Board of Managers, and members of Committees of the Board are expected to put the interests of OneCare ahead of their personal concerns, and not to seek to benefit themselves at the expense of, or as a result of, their affiliation with OneCare.

In compliance with *01-02 Conflict of Interest Policy*, OneCare's Board of Managers, members of Committees of the Board, and other Key Persons must disclose circumstances in which their interests may conflict or may be perceived as irreconcilably conflicting with the business interests of OneCare, and such individuals will be precluded from participation in certain decisions. Individuals are required to disclose when they have an interest in a related party with which OneCare seeks to do business. For further information on this topic, please see OneCare's *Conflict of Interest Policy* available by paper and electronic means, and upon request

K. Antitrust and Unfair Competition

The antitrust laws are a series of state and federal laws designed to promote competition, to prevent unreasonable restraint of trade and to limit the ability of a company, in particular circumstances, to dominate a particular market. While occasionally intricate in their application, as a general rule, antitrust considerations prohibit OneCare from agreeing with competitive businesses to allocate customers or services, to restrict or limit operations in defined specialties or geographic areas, or to take steps that would create an unlawful monopoly in a particular market or for a particular service. The antitrust laws also prohibit certain price fixing among providers, and for this reason, ACOs are governed by antitrust laws.

All antitrust concerns should be brought, immediately, to the CCPO. Violations of these laws can result in criminal as well as civil liability, and blatant violations have led to imprisonment of individuals and to steep fines.

L. Relationships with Government Authorities and Government Investigations

As an ACO, OneCare is a highly regulated business. OneCare is subject not only to applicable laws, but also to the terms and conditions set forth in the Vermont All-Payer Accountable Care Organization Model Agreement ("All-Payer Model Program") among CMS, the Governor of the State of Vermont, the Green Mountain Care Board ("GMCB"), and the Vermont Agency for Human Services ("AHS"), and related agreements. All Workforce who interact with a governmental body or agency must know and abide by the specific rules and regulations covering relations with governmental agencies. Such members of the Workforce also must conduct themselves in a manner that avoids any dealings that might be perceived as attempts to influence governmental officials in the performance of their duties.

With respect to communications with regulators, the Public Affairs Department and the Workforce member or leader who is responsible for interfacing with such regulator should be consulted prior to any such communications. Individuals who are unsure which department is responsible for interfacing with a particular regulator should contact the CCPO prior to communications with any regulator.

It is OneCare's policy to comply fully with the law and cooperate with any reasonable demand made in a government investigation. In so doing, however, it is essential that the legal rights of OneCare and of its Workforce involved be protected, including to protect the privileged and confidential relationship that OneCare has with its attributed beneficiaries, Network and

others. Accordingly, upon receipt of any subpoena, civil investigative demand, summons or letter request for information or documents, members of the OneCare Workforce are expected to contact their supervisor immediately, who will then forward the relevant subpoena or request to ACO Legal Counsel for review. Similarly, if an individual is contacted by any representative of any regulatory or law enforcement agency in connection with a pending investigation, or with regard to questions about a particular beneficiary, participant, vendor or Workforce (excepting routine contact with such individuals in connection with your job function), individuals should contact the CCPO.

Members of the OneCare Workforce are not, with certain limited exceptions, obligated to speak with law enforcement officials, even if they are insistent, and may always seek the assistance of ACO Legal Counsel in order to determine whether there is a requirement to respond to any particular inquiry. Similarly, beneficiary information is confidential, and must never be released absent the approval of ACO Legal Counsel or CCPO.

There are certain state and federal laws, moreover, that afford even greater protection to information regarding particular beneficiaries (e.g., alcohol and drug beneficiaries, certain psychiatric beneficiaries, HIV-positive customers). Even in those limited instances where regulatory agencies, by statute, are authorized to review beneficiaries' records and other information absent consent or legal compulsion, a supervisor should consult with ACO Legal Counsel for guidance before releasing such information. This way, OneCare can be certain that the request for information is appropriate and that its responses are complete and satisfactory.

If a member of the Workforce decides to submit to an interview, the member has the right to demand that the interview take place during normal business hours at OneCare's premises or at another location, and that either ACO Legal Counsel or the Workforce's personal legal counsel be present during the interview. To facilitate any request for legal assistance, and to make available information that may assist Workforces in deciding whether or not to submit to an interview, upon contact by an investigator, the Workforce should immediately notify the CCPO. OneCare's intent is to fully cooperate with federal audits and investigations, but only after legal implications of any cooperation is understood.

Workforce may not give or show to the investigators any OneCare documents without the express permission of OneCare's ACO Legal Counsel or CCPO. Destruction of evidence in a governmental investigation is a serious crime. Workforce are not to destroy OneCare records except in accordance with OneCare's *06-01 Record Retention Policy*, available by paper and electronic means, and upon request.

M. Harassment

Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. This includes any demeaning, insulting, embarrassing or intimidating behavior directed at any Workforce member related to race, color, sex, national origin, age, religious creed, physical or mental disability, marital status, pregnancy, sexual orientation, veteran status, citizenship or another characteristic protected by law. Unwelcome sexual advances or physical contact, sexually oriented gestures and statements, and the display or circulation of sexually oriented pictures, cartoons, jokes or other material are specifically banned. This Policy, in addition to the Human Resource policies and procedures of University of Vermont Medical Center, prohibits retaliation against any Workforce who rejects, protests, or complains about sexual harassment.

N. Books and Records

OneCare has adopted business systems and controls in accordance with internal needs and the requirements of applicable laws and regulations. These established accounting practices and procedures must be followed to assure the complete and accurate recording of all transactions. All members of OneCare's Workforce, within their areas of responsibility, are expected to adhere to these procedures, as directed by appropriate OneCare Officers.

If a Workforce member becomes aware of any improper transaction or accounting practice concerning the resources of OneCare, he or she should report the matter immediately to his or her supervisor, or to the CCPO. Workforce also may file a confidential, anonymous complaint with the CCPO. There will be no retaliation against Workforces who disclose questionable accounting or auditing matters in good faith.

O. Accuracy of Records

OneCare requires honest and accurate recording and reporting of information in order to make responsible business decisions. This includes such data as quality, safety, and personnel records, as well as all financial records.

All financial books, records and accounts must accurately reflect transactions and events, and conform both to required accounting principles and to OneCare's system of internal controls. No false or artificial entries may be made, no undisclosed or unrecorded funds or assets may be maintained and no inaccurate or inflated work hours may be reported. When a payment is made, it can only be used for the purpose spelled out in the supporting document.

P. Record Retention and Litigation Holds

Before disposing of documents, Workforce members should consult with their direct manager so that OneCare's record retention and destruction policy is followed carefully. No one is to destroy OneCare records except in accordance with OneCare's *Record Retention Policy*, available by paper and electronic means, and upon request.

Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended, e.g., litigation hold. If a Workforce member is uncertain whether documents under his or her control should be preserved because they might relate to a lawsuit or investigation, he or she should contact the ACO Legal Counsel or CCPO.

Q. Mandatory Reporting Requirements

ACOs must adhere to many reporting requirements under state and federal law, and it is the policy of OneCare to comply with all reporting requirements. It is important that the Workforce is aware of any reporting requirements applicable to OneCare and its Network. If Workforce members intentionally fail to make a required report or attempt to cover up facts that would warrant such a report, he or she will be subject to internal disciplinary action, including termination, and could also face criminal charges and the loss of his or her professional license.

Any incident or situation that may require reporting to a governmental agency should be brought to the attention of the CCPO. Any questions or concerns regarding reporting responsibilities should also be directed to the CCPO.

OneCare's policy is to ensure that any identified overpayments are promptly addressed and repaid.

R. Governance

The OneCare Board of Managers is responsible for ensuring compliance with all federal, state, and local laws and regulations, as well as ethical and patient care obligations. In conjunction with the appointed CCPO, Compliance Committee and Audit Committee, the Board is responsible for implementing and maintaining policies, practices, and procedures for ongoing evaluation of adherence to this Code of conduct and any other OneCare policies. The CEO and members of the Board are fully cognizant of their responsibilities and will ensure that the Compliance Program functions effectively. For further information on this topic, please see OneCare's *08-02 Governance Policy* available by paper and electronic means, and upon request.

S. Business Fraud

OneCare is committed to the elimination of fraud, to the rigorous investigation of any suspected cases of fraud, and, where fraud or other criminal act is proven, to ensure that wrongdoers are appropriately sanctioned.

Any individual who believes he or she has good reason to suspect a colleague or other person of a fraud or an offense involving OneCare or a serious infringement of OneCare's rules should report such unethical actions to OneCare, including the following:

- theft of OneCare property;
- abuse of OneCare property or abuse of a position or trust; or
- deception or falsification of records (e.g., fraudulent time or expense claims)

T. Protection and Proper Use of OneCare Assets

All members of the Workforce should protect OneCare and the University of Vermont Medical Center's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on OneCare's operations and success. All OneCare assets should be used for legitimate business purposes. Members of the Workforce are to use business assets according to policies, procedures and comply with security programs that prevent their unauthorized use or theft, and abide by all regulations or contractual agreements governing their use.

U. Improper Influence on Conduct of Audits

No member of the OneCare Workforce, shall directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any public or certified public accountant engaged in the performance of an audit or review of the financial statements of OneCare if that person knows or should know that such action, if successful, could result in rendering OneCare's financial statements materially misleading. Any person who believes such improper influence is being exerted should contact the CCPO to report such action.

Types of conduct that could constitute improper influence include, but are not limited to, directly or indirectly:

- Offering or paying bribes or other financial incentives, including future employment or contracts for non-audit services;
- Providing an auditor with an inaccurate or misleading legal analysis;
- Threatening to cancel or canceling existing non-audit or audit engagements if the auditor objects to OneCare's accounting;
- Seeking to have a partner removed from the audit engagement because the partner objects to OneCare's accounting;
- Blackmailing; and
- Making physical threats.

V. Accounting Complaints

OneCare's policy is to comply with all applicable financial reporting and accounting regulations applicable to OneCare. Network entities who have concerns or complaints regarding questionable accounting or auditing practices are encouraged to promptly submit those concerns or complaints to the CCPO or to the Board Audit Committee which will, subject to its duties arising under applicable laws, regulations and legal proceedings, treat such submissions confidentially. Such submissions may be directed to the attention of the Chair of the Audit Committee or OneCare's CCPO.

2. Duty to Report and Non-Retaliation

OneCare will investigate any possible misconduct related to its activities, and may report probable violations of law to the appropriate authority. To ensure that OneCare can perform such activities, all members of the Workforce have an affirmative duty to report any suspected violations of law or policy to the CCPO, see contact information below.

OneCare recognizes the importance of open communication and maintains a strict non-retaliation policy toward anyone who reports a concern in good faith. Any retaliatory action taken against anyone making a good faith report of improper activities, or participating in an investigation of improper activity, is strictly prohibited. Please see OneCare's *07-08 Compliance, Communication, Reporting, and Investigation Policy* and *07-10 Nonretaliation Policy* for additional information on reporting and non-retaliation of reporters.

3. Questions and Concerns

Questions regarding this Policy, or to report a potential violation of Applicable Laws or fraud, waste or abuse, you may send an email to the CCPO at: Compliance@OneCareVT.org.

Anonymous inquiries or reports may be made by phone by calling the Compliance Hotline at: 802-847-7220 or 877-644-7176, Option 2.

V. Review Process: This policy shall be reviewed annually and updated to be consistent with revisions in laws, regulations and contractual requirements.

VI. References:

- OneCare's Program Agreements with Payers and requirements
- OneCare's Policy & Procedure Glossary

VII. Related Policies/Procedures:

- 06-01 Record Retention Policy
- 07-02 Compliance Policy
- 07-03 Privacy Policy
- 07-06 Conflict of Interest Policy
- 07-08 Compliance Communication, Reporting, and Investigation Policy
- 07-09 Security Policy
- 07-10 Nonretaliation Policy
- 08-02 Governance Policy

Location on SharePoint: [Department: Policies, Category: Active](#)

Management Approval:

Chief Compliance and Privacy Officer Date

Chief Operating Officer Date

Policy Number & Title:	07-09 Security
Responsible Department/s:	Compliance
Author:	Regina Alexander, Chief Compliance and Privacy Officer
Original Implementation Date:	September 23, 2013
Board Approval Date:	December 19, 2024
Revision Effective Date:	December 19, 2024

I. Purpose

The Security Policy (“Policy”) outlines OneCare’s security compliance program, providing guidelines for maintaining the security of electronic protected health information (“ePHI”) received, maintained, used, or transmitted by OneCare. As a Business Associate of the members of its ACO Network, OneCare shall maintain the confidentiality and integrity of all ePHI entrusted to it in compliance with the requirements of HIPAA, OneCare’s *03-03 Data Use Policy*, relevant Business Associate and Data Use Agreements, and applicable state and federal law.

II. Scope

This Policy applies to OneCare, its Workforce, Participants, Preferred Providers, Collaborators and Business Associate Subcontractors, and any other individual or entity using Claims Data, Clinical Data, or Other Data provided to or by OneCare. These Data are provided to OneCare to further ACO Program goals and to permit ACO to perform ACO Activities and population health management functions.

III. Definitions

For purposes of this Policy, terms defined under the following laws, statutes, regulations, and rules will retain those definitions: the Privacy and Security Rules of the Administrative Simplification provisions of the federal Health Insurance Portability and Accountability Act of 1996 (commonly known as HIPAA), Title XIII of the Health Information Technology for Economic and Clinical Health Act (“HITECH”) and implementing rules, the American Recovery and Reinvestment Act (“ARRA”), any and all State of Vermont privacy laws, and the Standards for Privacy of Individually Identifiable Health Information (“Privacy Rule”) (Collectively referred to using the term “HIPAA.”)

Other commonly used terms have the same definition as may be found in OneCare’s *03-03 Data Use Policy* and its *Policy and Procedure Glossary* in that order of primacy.

IV. Policy

It is OneCare’s policy to maintain the privacy of personal identifiable information (“PII”) and ePHI it receives, maintains, uses, or transmits. To that end, the following safeguards and security provisions are implemented to prevent, detect, contain, and correct security violations:

A. ADMINISTRATIVE SAFEGUARDS 45 CFR §164.308

1. Designation of Security Officer

OneCare shall designate a Security Officer as responsible for the development, implementation, maintenance, enforcement, and documentation of policies and procedures, as set forth in the Security Rule and 45 CFR §164.308(a)(2).

2. Risk Analysis
The Security Officer shall ensure an accurate and thorough assessment of the potential risks and vulnerabilities to the confidentiality, integrity, and availability of ePHI held by OneCare is conducted annually and as necessary. Upon the conclusion of each assessment, the Security Officer shall document any identified risk(s) or vulnerabilities, as well as any new administrative, technical, or physical safeguards identified for implementation, as set forth in 45 CFR §164.308(a)(1)(ii)(A).
3. Risk Management
OneCare shall implement security measures sufficient to reduce identified risks and vulnerabilities to a reasonable and appropriate level, as set forth in 45 CFR §164.308(a)(1)(ii)(B).
4. Sanctions
OneCare will apply appropriate sanctions against members of its Workforce and ACO Network who fail to comply with this Policy, related procedures, and HIPAA. Discipline or sanctions shall depend upon the nature of the failure to comply, and may range from training to reinforce the relevant policy or procedure up to and including termination of employment, as set forth in 45 CFR §164.308(a)(1)(ii)(C).
5. Information System Activity Review
OneCare shall regularly review records of information system activity, such as system activity reports and audit logs, to assess whether there has been unusual system activity that might indicate a threat to the confidentiality, integrity, or availability of ePHI, as set forth in 45 CFR §164.308(a)(1)(ii)(D).
6. Information Access Management and Workforce Security
OneCare shall implement policies and procedures for authorizing access to ePHI and ensure that all Workforce and ACO Network members have appropriate access to ePHI and to prevent unauthorized access ePHI, as set forth in 45 CFR §164.308(a)(3) & (4).
7. Training and Education
All members of OneCare's Workforce and Board of Managers, all members of UVMHN's workforce assigned to perform data analytics services for OneCare, and all designated privacy and/or compliance contacts of the members of its ACO Network are required to complete annual Compliance Training, which includes HIPAA security awareness. The CCPO will update the required training to reflect changes in applicable laws no less than annually, as set forth in 45 CFR §164.308(a)(5)(i).
8. Security Incidents
OneCare shall identify and respond to suspected or known security incidents promptly, and shall mitigate, to the extent practicable, any harmful effects. Any suspected security incident shall be immediately reported to the Security Officer, who shall be responsible for investigating the incident, implementing any required response and mitigation and documenting the incident and its outcome, as set forth in 45 CFR §164.308(a)(6)(ii).
9. Contingency Plan
OneCare will establish and implement policies and procedures for responding to emergencies or

other natural disaster occurrences that damage OneCare systems that contain ePHI. To that end, OneCare will:

(A) Data backup plan: Establish and implement procedures to create and maintain retrievable exact copies of electronic protected health information, as set forth in 45 CFR §164.308(a)(7)(ii)(A).

(B) Disaster recovery plan: Establish and implement procedures to restore any loss of data, as set forth in 45 CFR §164.308(a)(7)(ii)(B).

(C) Emergency mode operation plan: Establish and implement procedures to enable continuation of critical business processes for protection of the security of ePHI while operating in emergency mode, as set forth in 45 CFR §164.308(a)(7)(ii)(C).

10. Evaluation

On an annual basis, the Security Officer shall perform a technical and nontechnical review of this Policy and related procedures determine, based on the Security Rule standards and environmental and operational changes that could affect ePHI to determine whether these policies and procedures meet the requirements of the Security Rule, as set forth in 45 CFR §164.308(a)(8).

11. Business Associate and Other Contracts

The Security Officer shall annually review relationships with BAs to ensure that relationships are accurately defined in the contracts between parties and OneCare and that the scope or nature of the relationship has not changed. The Security Officer, and/or CCPO, or designee, will update, modify or terminate relationships with BAs, as needed, after completion of these reviews, as set forth in 45 CFR §164.308(b).

OneCare will ensure that any member of its ACO Network, and any vendors or subcontractors that receive, maintain, use, or transmit ePHI on behalf of OneCare agree to comply with the applicable requirements of the Security Rule by entering into a contract and/or BAA. ACO Network Members and contractors agree to report any security incident of which it becomes aware, including breaches of unsecured PHI as required by the Breach Reporting Rule, as set forth in 45 CFR §164.314(a).

B. PHYSICAL SAFEGUARDS 45 CFR §164.310

1. Facility Access Controls

OneCare shall limit physical access to information systems under its direct control and the facilities in which they are housed by locating servers and similar equipment on which ePHI is stored in a locked room or data center to which only properly authorized personnel are allowed access to secure the systems against unauthorized physical access, tampering and theft.

Access to facilities containing computer equipment on which information systems are loaded, including visitor control, shall be limited based on a person's role and function. OneCare or its outsourcing contractors shall document repairs and modifications to key code access devices, locks and similar physical components of facility security, as set forth in 45 CFR §164.310(a)(1).

2. Workstation Use and Security

OneCare shall implement policies and procedures that designed to minimize the risk of improper access to or disclosure of ePHI when using any workstation or other device. These procedures shall include but should not be limited to requiring use of a unique password for access to the system, management of paper containing PHI, use of screen savers or sleep mode functions to obscure screen displays of protected information, device placement or screen orientation and other practices to limit the exposure of PHI.

OneCare shall implement physical safeguards for workstations to restrict unauthorized access to ePHI. These physical safeguards can include but should not be limited to passwords, screen savers, locking file cabinets, screen display protections, and secure disposal receptacles. Use of workstations should be limited, to the extent possible, to facilities and facility spaces, or a secure remote environment with access via hardware located in facilities or facility spaces to which OneCare, or its designated vendor or Subcontractor, controls access, as set forth in 45 CFR §164.310(b) & (c).

3. Media & Device Security

OneCare shall implement policies and procedures that govern the receipt and removal of hardware and electronic media that contain ePHI including disposal and re-use. In general, OneCare shall track the receipt and removal of hardware and electronic media containing ePHI into and out of a facility and within the facility. All ePHI shall be removed from hardware and electronic media prior to re-use and disposal to prevent the restoration and unauthorized access of ePHI. OneCare shall maintain, directly or through its outsourcing contractors, a record of the movements of hardware and electronic media and the person accountable for that documentation, as set forth in 45 CFR §164.310(d).

C. TECHNICAL SAFEGUARDS 45 CFR §164.312

1. Access Control

OneCare shall implement technical policies and procedures for electronic information systems that maintain ePHI to allow access only to those persons or software programs that have been granted access rights in line with *Information Access Management* and *Workforce Security* sections above.

Workforce members and others authorized to access an information system shall be assigned a unique user identification name and/or number to identify and track that user's identity. ePHI maintained in information systems shall be accessible during an emergency, as set forth in 45 CFR §164.312(a)(1), §164.312(a)(2)(i) & (ii).

2. Audit Controls and Integrity

OneCare shall utilize technical mechanisms implemented to record and examine activity in all information systems. OneCare shall protect ePHI from improper alteration or destruction by the periodic review of system activity and audit trail reports to detect data discrepancies, as set forth in 45 CFR §164.312(b) & (c).

3. Person or Entity Authentication

OneCare systems ensure that a person or entity seeking access to ePHI is the person or entity

claimed by requiring the use of unique user ID's and passwords and other authentication methodologies for system access, as set forth in 45 CFR §164.312(d).

4. Transmission Security

OneCare shall ensure that its software contractors implement appropriate technical security measures to guard against unauthorized access to ePHI that is transmitted over an electronic communications network and that they have implemented security measures to ensure that ePHI transmitted electronically is not improperly modified without detection prior to its disposition. EPHI shall be encrypted when appropriate, as set forth in 45 CFR §164.312(e)(1).

D. DOCUMENTATION REQUIREMENTS 45 CFR § 164.316

Policies and procedures implemented under the Security Rule and all related documents created or maintained in connection with an action required by these policies shall be maintained in written (or electronic) form for six (6) years from the date of creation or the date when the policy, procedure or documentation last was in effect and/or utilized, whichever is later.

Policies and procedures, and related documentation, will be made available to those Workforce responsible for implementing this Policy, associated procedures, and other relevant documentation, as set forth in 45 CFR §164.316(a) & (b).

E. BREACH NOTIFICATION RULE 45 CFR §164.400 - 164.414

Per the HIPAA Breach Notification Rule, OneCare will cooperate with members of its ACO Network to provide notification following a breach of unsecured PHI. The Privacy Officer (e.g. CCPO) and Security Officer must be notified immediately by members of its Workforce, ACO Network, or others who have access to PHI, of any suspected breaches. The Privacy Officer and Security Officer will investigate any suspected breaches and complaints to determine whether there has been a breach that may require reporting and notification to US HHS OCR and shall notify affected CE ACO Network Members of any such potential breach. The Privacy Officer and Security Officer, as necessary, will be responsible for coordinating with affected CE ACO Network members to provide notifications required by the HIPAA data breach rules or other applicable data breach rules. OneCare shall implement procedures to outline the breach notification reporting and notification process.

OneCare shall also comply with the *Vermont Security Breach Notice Act*. 9 V.S.A. § 2435

V. Review Process

This Policy 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.

VI. References

- Payer Program Agreements and Requirements (including BAAs and DUAs)
- OneCare's Policy and Procedure Glossary
- 9 V.S.A. § 2435 (Vermont Security Breach Notice Act)

VII. Related Policies/Procedures

- 03-03 Data Use Policy
- 07-02 Compliance Policy
- 07-03 Privacy Policy
- 07-07 Code of Conduct Policy
- 07-08 Compliance Communication, Reporting and Investigation Policy

Location on SharePoint: [Department: Policies, Category: Active](#)

Management Approval:

Chief Compliance and Privacy Officer Date

Chief Operating Officer Date

RCR: Report from the Field

Dr. Job Larson



Value-Based Care Engagement Rutland

Regional Clinical Representative:

- Job Larson, MD covering Community Health Centers of Rutland and Peter and Lisa Hogenkamp, MDs

Current performance improvement initiatives:

- Priorities established for FMC (ED follow-up in 7 days for patients with multiple high-risk chronic conditions)
- Developmental Screening in the first 3 years of life

Activities:

- Standardize workflows for acquiring ED patient utilization list daily, and notifying clinical teams of qualifying utilization
- Standardize pediatric screening practices that have been successful at our pediatrics location
- Conduct provider and clinical team education
- Review need for additional open slots on provider schedules for FMC follow-up visits
- Develop workflow changes to address volume and scheduling constraints

Next Steps:

- Explore expansion of telemedicine for ED follow ups
- Check back in Q1 2025 on re-templating of schedules for FMC visits
- Re-design our approach for AWW Visits



OneCare Vermont

OneCare Vermont Accountable Care Organization
Board of Managers Resolution to Move to Executive
Session

December 19, 2024

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 those include: (1) subjects that are or use trade secret information; (2) status of ongoing contract negotiations; and (3) confidential attorney-client communications.



OneCare Vermont

Public Affairs Report | December 2024

Media Coverage

Tom Bory named interim CEO at OneCare Vermont

[December 3, 2024, VermontBiz](#)

Announcement of new leadership at OneCare: Tom Borys as CEO and Dr. Jennifer Gilwee as board chair.

Is VBC Working? OneCare Vermont Pulls the Plug

[November 20, 2024, HealthLeaders](#)

Coverage of OneCare winding down operations, including a take that, “although the program is ending, it helped play a crucial role in stabilizing primary care in Vermont, and provided a step in the right direction towards implementing successful value-based care models.”

Government Relations

Green Mountain Care Board

On November 18th the GMCB Staff presented their review of the HIE Strategic Plan Update along with AHS and VITL. On December 4th the GMCB voted to approve the HIE Strategic Plan and Connectivity Criteria as recommended by GMCB Staff.

On November 20th, the GMCB Staff provided their analysis and recommendations of the Medicare only ACO Budgets. The GMCB voted to approve all 3 Medicare only ACO’s budgets unanimously as recommended by staff. Also on November 20th the GMCB held a meeting of their Primary Care Advisory Group.

On December 4th, the GMCB [presented](#) their review and potential conditions and recommendations of OneCare Vermont's 2025 FY Budget. A final vote on OneCare’s budget is scheduled for December 18th.

On December 9th the AHS provided an [update on the AHEAD](#) model highlighting the recently released [AHEAD Term Sheet](#) for Vermont and provided a timeline of next steps and key GMCB decisions and Votes.

State Legislature

There are no legislative updates this month.

Outreach and Advocacy

Eleven New Waivers Projects Selected for Funding

OneCare is proud to announce that we have selected eleven more projects to receive funding for delivery system innovations using waivers. As an accountable care organization (ACO), OneCare has the unique ability to waive certain federal rules and regulations that stand in the way of improving health care for Vermonters. This year alone, these initiatives have positively impacted 1,000 Vermonters, enhancing access to mental health and substance abuse services and supporting care in patients' homes. These projects ensure Vermonters receive the right care, at the right time, in the right place. We are proud to support these initiatives that exemplify our commitment to innovation, collaboration, and value-based care. Learn more about the [waiver projects here](#).

Follow Us

You can keep up with OneCare on our [blog](#), [LinkedIn](#), and [Twitter](#) (@OnecareVermont) 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.