Board of Managers Meeting

Tuesday, 4/15/2025
4:00 - 6:00 PM ET

1. **PUBLIC: Welcome Board Managers, Invited Guests, and Members of the Public Presented By: Jennifer Gilwee (4:00-4:01)**

2. **PUBLIC: Call to Order and Board Announcements Presented By: Jennifer Gilwee (4:01-4:02)**

3. **PUBLIC: Consent Agenda Items Presented By: Jennifer Gilwee (4:02-4:05)**
   Motion and Vote to Approve Consent Agenda Items – Majority Required
   3a. 2025-04 Public Consent Agenda Cover Page - Page 3
   3b. 2025-03 OneCare Board Public Session Minutes - Page 4
   3c. 2025-04 Board Committee Reports - Page 7
   3d. 2025-04 Participation Waiver for UVMMC to Pay for Skilled Nursing Facility Care for Patient Discharged to B No - Page 8
   3e. 2025-04 Participation Waiver for UVMMC to Pay for Skilled Nursing Facility Care for Patient Discharged to B - Page 10 3f. 2025-04 Summary of Policy Changes - Page 12
   3g. 05-01 Contract Management - Page 13
   3h. 05-03 Network Development and Composition - Page 18
   3i. 05-05 Contractual Signature Authority - Page 20
   3j. 09-01 Quality Improvement and Management - Page 22

4. **PUBLIC: CEO Opening Remarks Presented By: Tom Borys (4:05-4:10)**
   Operational Updates
   2023 Medicaid Settlement

5. **PUBLIC: Governance Presented By: Jennifer Gilwee (4:10-4:15)**
   Motion and Vote to Approve Resolution Appointing the Independent Physician Member to the Board of Managers and members to the Audit Committee and Finance Committee – Supermajority Required
   5a. Kerry Jones Bio - Page 24
   5b. Resolution Appointing Independent Physician Seat on the Board of Managers and members to the Audit and Finance Committees - Page 25

6. **PUBLIC: Regional Clinical Representative: Report from the Field Presented By: Carrie Weigand, Rick Dooley (4:15-4:25)**
   6a. Regional Clinical Representative - Report from the Field - Rick Dooley - Page 26

7. **PUBLIC: Population Health Model (PHM) Performance Update Presented By: Carrie Weigand, Jodi Frei, Kiah Palumbo (4:25-4:55)**
   OneCare Executive Report - April Release
   Pay for Improvement Metric Update
   Mental Health Screening Initiative Results
   7a. Population Health Model (PHM) Performance Update - Page 29

8. **PUBLIC: Public Comment (4:55-5:00)**

9. **PUBLIC: Move to Executive Session Presented By: Jennifer Gilwee (5:00-5:05)**
   Motion and Vote to Approve Resolution to Move to Executive Session – Majority Required
   9a. 2025-04 Resolution to Move to Executive Session - Page 32

13. **PUBLIC: Votes Presented By: Jennifer Gilwee (5:50-6:00)**
    1. Approve Executive Session Consent Agenda Items - Supermajority Required
    2. Approve Updated Term Sheet – Supermajority Required

14. **PUBLIC: Adjourn Presented By: Jennifer Gilwee (6:00)**

15. **PUBLIC FYI DOCUMENTS**
    18a. Public Affairs Report April 2025 - Page 73

OneCare Vermont Accountable Care Organization, LLC
Consent Agenda Cover Page

Public Session

April 15, 2025

Agenda Item	Reason for Review and Request for Approval
a. Consent Agenda Cover Page	Reference only.
b. Draft Public Session Minutes March 18th, 2025	Review and approval of prior month's minutes.
c. Board Committee Reports April 2025	Summary of Board subcommittee meetings from the past months.
d. Participation Waiver for UVMMC to Pay for Skilled Nursing Facility Care for Patient Discharged to Burlington Health and Rehab No. 1 **e.** Participation Waiver for UVMMC to Pay for Skilled Nursing Facility Care for Patient Discharged to Burlington Health and Rehab No. 2	Participation waivers for patients discharged from UVMMC to Burlington Health and Rehab.
f. Summary of Policies **g.** 05-01 Contract Management **h.** 05-03 Network Development and Composition **i.** 05-05 Contractual Signature Authority **j.** 09-01 Quality Improvement and Management	Review and approval of policies.

OneCare Vermont Accountable Care Organization, LLC
Board of Managers Meeting
March 18, 2025
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 March 18, 2025. Public access was also available at Central Vermont Medical Center in Berlin, Vermont.

I. Call to Order and Board Announcements

Board Chair Dr. Jen Gilwee called the meeting to order at 4:02 p.m. She expressed condolences to Tom Dee for the passing of his wife. She also asked for feedback about rescheduling the June board meeting. A follow-up survey will be sent out after the meeting.

II. Public Consent Agenda Items

The Board reviewed consent agenda items including: (1) Draft Public Session Minutes from February 18, 2025; (2) Board Committee Reports March 2025; (3) Participation Waiver for UVMMC to Pay for Skilled Nursing Facility Care for Patient Discharged to Burlington Health and Rehab; (4) Participation Waiver for Funded Project for Primary Care Health Partners; (5) Summary of Policies; (6) 01-01 Subcontractor Management; (7) 08-01 Board of Managers Nomination; (8) 08-02 Governance; (9) 08-03 Governance of OneCare Vermont's Presence in Social Media; and (10) Proposed Medicare Annual Wellness Target Change.

An opportunity for discussion was offered.

A Motion to Approve the Consent Agenda Items was made by T. Dee, seconded by J. Peterson, and approved via majority.

III. Regional Clinical Representative: Report from the Field

Chair Gilwee introduced Dr. Lance Broy, CMO of Lamoille Health Partners, and a Regional Clinical Representative for OneCare supporting quality improvement activities in two communities.

Dr. Broy introduced himself and then discussed Morrisville's current goal to adjust processes to improve the HEDIS hypertension measure. Activities to accomplish this include a campaign to call every patient with hypertension to ensure they have six-month follow-up visits and work with Community Health Team to have follow up calls with patients who have poorly controlled blood pressure. Next steps include attending the FM provider meetings and review their processes for measuring and follow up on their HTN patients, discussing standardization to recheck blood pressures before patients leave their appointments if elevated when they arrive, and discussing potential uniform departmental treatment guidelines.

For Newport, the other community Dr. Broy supports, they are also adjusting processes to improve the HEDIS hypertension measure. Activities to accomplish this include providing a patient education folder to improve HTN control and adding a self-referral form to the packet to increase dietician referrals. Next steps include having providers to continue to hand out folders that are housed in the exam rooms (and tracking the number of folders prepared vs the number of folders given to patients) and tracking the number of new dietician referrals.

IV. Patient and Family Advisory Committee Report

Jodi Frei, Director of Data Services, introduced Brian Harwood of the Patient and Family Advisory Committee (PFAC). He gave an update on the discussion topics of the PFAC, including care coordination, emerging legislation, the AHEAD model, and referenced-based pricing. He also discussed what he has learned from being a committee member. Chair Gilwee expressed her appreciation for Mr. Harwood's longstanding service.

V. Population Health Model (PHM) Performance Update

This agenda item was postponed to April.

VI. Public Comment

An opportunity for public comment was offered.

VII. Move to Executive Session

A Motion to Approve the Resolution to Move to Executive Session was made by J. Peterson, seconded by J. Sayles, and was approved by a unanimous vote.

VIII. Votes from Executive Session

1. Approve Executive Session Consent Agenda Items – Approved via Majority
2. Approve Retention Model for Director Level and Below – Approved via Supermajority
3. Promote Compliance with GMCB Certification Requirements - Approved via Supermajority

4. Approve PHM Bonus Program Modifications for PY2025 and corresponding update to policy 04-19-PY25 – Approved via Supermajority

IX. Adjournment

The meeting adjourned at 5:25 p.m.

Attendance:

OneCare Board Managers

Present:

Judy Peterson	Sierra Lowell	Toby Sadkin, MD
Steve LeBlanc	Tom Dee	Judi Fox
Dick Courcelle	Adriane Trout	Jen Gilwee, MD
John Sayles	Michael Costa	Jessica Moschella

S. Lowell joined at 4:07 p.m.

J. Moschella joined at 4:36 p.m.

M. Costa left the meeting at 5:18 p.m.

Absent:

Coleen Condon	Sandy Rousse	Tom Huebner

OneCare Leadership and Staff

Present:

Lucie Garand	Amy Bodette	Kellie Hinton
Sara Barry	Aaron Perry	Tom Borys
Robyn Hoffmann	Jodi Frei	Derek Raynes

OneCare Board of Managers Committee Reports

April 2025

Executive Committee (meets monthly)
At the April Executive Committee meeting, governance matters and an 18-month budget projection were discussed.

Finance Committee (meets monthly)
At its April 9th meeting, the committee discussed participation fees, the 2025 self-funded contract, 2024 Medicaid fixed payments, and 2025 early signals for other programs. They also examined a 2025 expense projection. The committee is scheduled to meet next on May 14th, 2025.

Population Health Strategy Committee (meets monthly)
At its April 14th meeting, the committee discussed its meeting cadence, received an update on waivers, and discussed the pay for improvement program logistics. Policies related to waivers and quality improvement and management were endorsed. The committee is next scheduled to meet on May 12th, 2025.

Patient & Family Advisory Committee (meets monthly)
At its March 25th meeting, the committee received updates on the work of the Board of Managers and public affairs. They discussed 2025 corporate goals and OneCare sunsetting at the end of 2025. They also learned more about current waivers. The committee is next scheduled to meet on April 29th, 2025

Audit Committee (meets quarterly)
At its March 25th meeting, the committee discussed the plan for the 2024 audit with external auditors. They also endorsed compliance matters and received an update on business closure planning. The committee is next scheduled to meeting on June 27th, 2025.

OneCare Vermont Accountable Care Organization Board of Managers Resolution Invoking Participation Waiver for UVMMC to Pay for Skilled Nursing Facility Care for Patient Discharged to Burlington Health and Rehab April 15, 2025

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 detriments 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 delivery 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 ("UVMMC"), an ACO Participant, will pay the cost of up to 90 days stay for a patient discharged to Burlington Health and Rehab, a skilled nursing facility during the time the patient's Choices for Care/Long Term Care Medicaid application is pending. The patient has been in acute care for over 110 days, despite acute care not being medically necessary and skilled nursing being the appropriate level of care for the patient.

OneCare Vermont Accountable Care Organization Board of Managers Resolution Invoking Participation Waiver for UVMMC to Pay for Skilled Nursing Facility Care for Patient Discharged to Burlington Health and Rehab April 15, 2025

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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 detriments 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 delivery the medically appropriate level of care; and

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- 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;

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1. The University of Vermont Medical Center ("UVMMC"), an ACO Participant, will pay the cost of up to 90 days stay for a patient discharged to Burlington Health and Rehab, a skilled nursing facility during the time the patient's Choices for Care/Long Term Care Medicaid application is pending. The patient has been in acute care for over 80 days, despite acute care not being medically necessary and skilled nursing being the appropriate level of care for the patient.

Board of Managers Summary of Policy Changes

Public Session

April 2025

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

- **05-01 Contract Management**
  - **Purpose:** To establish a uniform policy for drafting, review, approval, execution, management and retention of contracts to ensure contractual arrangements are lawful, consistent with business interests, and comply with Policies and Procedures.
  - **Key Changes:** No substantive edits.
  - **Committee Endorsement:** N/A

- **05-03 Network Development and Composition**
  - **Purpose:** To outline the standards by which OneCare will meet key contractual obligations related to development and composition of the OneCare Network.
  - **Key Changes:** No substantive edits.
  - **Committee Endorsement:** N/A

- **05-05 Contractual Signature Authority**
  - **Purpose:** To establish uniform standards related to contractual signing authority that legally binds OneCare and to identify the individuals within the organization that have the ability to exercise that authority.
  - **Key Changes:** No substantive edits.
  - **Committee Endorsement:** N/A
- **09-01 Quality Improvement and Management**
  - **Purpose:** To define and outline key requirements of quality improvement and management efforts at OneCare.
  - **Key Changes:** Changed the frequency of the quality workgroup from monthly to quarterly.
  - **Committee Endorsement:** Population Health Strategy Committee (4/7/25)

Policy Number & Title:	05-01 Contract Management
Responsible Department:	Contracting
Author:	Martita Giard, Director, ACO Contracting
Original Implementation Date:	July 1, 2020
Board Approval Date:	April 15, 2025
Revision Effective Date:	April 15, 2025

I. **Purpose:** To establish a uniform policy for drafting, review, approval, execution, management, and retention of contracts involving OneCare Vermont Accountable Care Organization, LLC ("OneCare") to ensure that its contractual arrangements are lawful, consistent with business interests, and comply with Policies and Procedures.

II. **Scope:** Applicable to OneCare and its Workforce, and any Contract to which OneCare is a party. This policy does not apply to PCard purchases of items included on OneCare's PCard List.

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 Contracting Director refers to the Director of the Contracting Department for OneCare, with the authority and responsibility to manage and implement this Policy.

ACO Legal Counsel refers to the designated legal representative for OneCare, with the authority and responsibility (through employment or contractual arrangement) to conduct Legal Review of a Contract.

Board refers to the Board of Managers of OneCare.

Business Lead refers to a representative of the business unit or department requesting the Contract.

Business Review refers to the process by which a Contract is reviewed by the Business Lead, other identified subject matter experts, and the Contracting Department to promote contractual terms that are consistent with the business goals and objectives of OneCare. The Business Review shall be consistent with other applicable Policies of OneCare.

Compliance and Privacy refers to the Chief Compliance and Privacy Officer of OneCare or his/her designee.

Contract refers to any form of promise or agreement intended to bind OneCare or that may potentially be enforced against OneCare by another party, regardless of its format. This includes, but is not limited to, memorandum of understanding, letter of intent, lease, letter agreement, settlement agreement and amendments to existing agreements.

Legal Review refers to the process by which review and sign-off of Contracts, other than those given exception from this Policy, are conducted by ACO Legal Counsel, or his/her designee, to promote contractual terms that are enforceable and consistent with the legal, contractual, and regulatory obligations of OneCare, as well as OneCare's business objectives and strategy.

PCard refers to a credit card provided by UVMMC that allows the approved holder to make purchases for certain delineated items.

PCard List refers to a list of items that have been approved by OneCare's ACO Legal Counsel and Contracting Department to be purchased by using the PCard and without a contract.

Responsible Signatory refers to a representative of OneCare with the authority to contractually bind the organization up to the authorization level set forth in this and other applicable Policies, relevant governance documents, including the current version of OneCare's Operating Agreement. The CEO, COO, and CFO are Responsible Signatories.

IV. Policy: Any Contract to which OneCare is a party must be in writing and shall be drafted, reviewed, approved, executed, managed, and retained in accordance with this Policy. OneCare's Contracting Department shall have operational responsibility for implementing this Policy as set forth below.

A. Initiation and Drafting:

1. Initiation. The Policy determines the need for a contract and the Business Lead requests the launch of the contracting process from the Contracting Department.

2. Drafting. The Contracting Department shall be responsible for ensuring, in conjunction with ACO Legal Counsel, the Business Lead, compliance and other interested stakeholders, that contract drafting is appropriately conducted and managed in accordance with this Policy, and that appropriate engagement and negotiation with other parties occurs.

B. Required Reviews: Unless an Exception described in this Policy applies, the following reviews are required prior to OneCare's execution of a proposed Contract:

1. Business Review. A Business Review of a proposed Contract will be completed prior to Legal or Compliance and Privacy Review. To the extent the Business Review raises business, legal or operational issue(s), appropriate follow up with the Business Lead will be conducted to resolve those issues. The Business Lead shall be responsible to: (i) provide the business, technical and pricing terms, goals and information reasonably necessary for the Contract to reflect the arrangement desired; (ii) liaise with the appropriate departments and stakeholders to secure information, answer questions, and provide support for the contracting process; and (iii) document their communications to assure the Contracting Department has all relevant information to conduct its review.

2. Legal Analysis and Review.

    a. Analysis and review shall occur concurrently with Business Review, negotiation, and drafting. Analysis shall ensure that legal issues are identified and considered in the contracting process.
    b. A Legal Review of a proposed Contract must be completed by the ACO Legal Counsel prior to final review and execution by the Responsible Signatory and/or submission to the Board for any required approvals.

3. Compliance and Privacy Review.
    a. A Compliance and/or Privacy Review must be completed by Compliance prior to final review and execution by the Responsible Signatory and/or submission to the Board for any required approvals for any proposed Contract that involves the following subject matter, or upon request of any individual referenced in this Policy.
        1. Involves exchange of anything of value with a Provider or Attributed Life
        2. Involves invoking a Waiver
        3. Involves a potential conflict of interest, either real or perceived
        4. Involves the exchange, storage, use, or sharing of private or protected information such as PHI, PII, IICD, or any other Data subject to OneCare's Data Governance Policy, HIPAA, or any other law or regulation concerning privacy, including as examples: Business Associate Agreements, Business Associate Subcontractor Agreements, and Data Use Agreements

C. Contract Process Management and Finalization. The ACO Contracting Director or as designated by a member of the senior leadership team (Chief Executive Officer, Chief Operating Officer, Chief Medical Officer, Chief Legal Counsel) shall provide direction during the contracting process to promote compliance with this Policy and shall facilitate and expedite the contracting process from inception to completion. The ACO Contracting Director or as designated by a member of the senior leadership team (Chief Executive Officer, Chief Operating Officer, Chief Medical Officer, Chief Legal Counsel) shall conduct a final review prior to Contract execution by a Responsible Signatory and will facilitate resolution of all remaining gaps. The ACO Contracting Director or as designated by a member of the senior leadership team (Chief Executive Officer, Chief Operating Officer, Chief Medical Officer, Chief Legal Counsel) shall ensure all sign-offs and approvals have occurred and shall procure final signatures.

D. Board Approval: Board approval is required for execution of any Contract involving the following: (i) a value-based payment program; (ii) any arrangement that requires a Waiver to be invoked; or (iii) any arrangement for which Board approval is required by the current version of OneCare's Operating Agreement and/or any applicable law or regulation.

E. Execution: Upon completion of the required reviews and receipt of any required Board approval**,** a Responsible Signatory will sign and execute the Contract on behalf of OneCare in accordance with the *Contractual Signature Authority Policy*.

F. Retention and Management:

1. Contract Management System. The Contracting Department shall maintain a searchable computer system for the retention of Contracts subject to this Policy. Procedures governing authorization to access the system and its contents will be developed and maintained in support of this Policy.

2. Retention. Upon signature by the parties, a copy of the fully executed Contract and its supporting documentation shall be stored and maintained by the Contracting Department. The Contract shall be maintained in accordance with OneCare's *Record Retention Policy.*

3. Payment and Accounting. The Contracting Department shall provide a copy of any Contract involving the exchange of funds or goods to the OneCare Finance Department upon execution.

4. Termination or Extension. The Contracting Department will advise the Business Lead of the impending expiration of a Contract with sufficient notice for Business consideration of whether to extend, engage in renegotiation, or initiate termination of the Contract.

G. Performance Monitoring: The Contracting Department will notify the Business Lead who owns and is responsible for OneCare's performance of its obligations when a contract has been fully executed. The Business Lead shall be responsible for implementing the Contract and monitoring any deliverables and vendor performance and shall be responsible for any renewal or termination decisions. Compliance and Privacy shall be responsible for monitoring compliance and privacy matters related to the Contract, as appropriate. ACO Legal Counsel, as appropriate, will be responsible for interpreting contractual obligations, advising on Contract disputes, drafting curative amendments, and all other legal issues related to the Contract.

H. Contract Exceptions: Exceptions to this Policy may be made for the following:

a. Contracts related to ongoing litigation or claims for which confidentiality within OneCare is appropriate may be approved with legal and compliance review only;
b. Unaltered templates that have been pre-approved by ACO Legal Counsel or exclusively using standard terms and conditions that have been approved in advance by ACO Legal Counsel
c. Other discrete circumstances requiring an exception to the Policy, including but not limited to: (i) time constraints, (ii) unavailability of an individual responsible for performing a required review, or (iii) inadvertent and/or unauthorized execution of a Contract. In such circumstances, the CEO, COO, CFO or CLC may grant an exception upon written request after consultation with the ACO Legal Counsel and notification provided to ACO Contracting Director.

V. Review Process: This policy shall be reviewed in accordance with Policy 06-03 Policy Management and will be monitored regularly for any appropriate changes in accordance with needs of the organization.

VI. References:

- OneCare's Policy and Procedure Glossary

VII. Related Policies/Procedures/Forms:

- 04-06 Disbursement Authority Policy
- 05-05 Signature Authority Policy
- 06-01 Record Retention Policy
- UVMMC FINCE3 Levels of Authorization Policy
- OneCare PCard List
- Intake Form
- Legal & Business Review Form
- Contract Exception Form

Location on SharePoint: Department: Policies, Category: Active

Management Approval:

Director, ACO Contracting Date

Assistant General Counsel for Contracting and Innovation	Date
Chief Operating Officer	Date

Policy Number & Title:	05-03 Network Development and Composition
Responsible Department:	Contracting
Author:	Martita Giard, Director, ACO Contracting
Original Implementation Date:	January 1, 2017
Board Approval Date:	April 15, 2025
Revision Effective Date:	April 15, 2025

I. **Purpose:** To outline the standards by which OneCare will meet key contractual obligations related to development and composition of the OneCare Network.

II. **Scope:** Applicable to the OneCare Workforce.

III. **Definitions:** Capitalized terms have the same definition as defined in OneCare's *Policy and Procedure Glossary*.

IV. **Policy:** OneCare will maintain a network of willing Participants, Preferred Providers, and Collaborators who desire to participate with the ACO for engagement in ACO Programs ("OneCare Network").

1. OneCare will contract only with network Participants, Preferred Providers and Collaborators who are in good contractual standing with the respective payer(s) for the ACO Programs in which they participate.

2. OneCare will not discriminate against any contracted network Participant, Preferred Provider or Collaborator who is acting within the scope of his/her license or certification under applicable state laws, solely on the basis of such license or certification.

3. If OneCare declines participation to a health care provider or other organization who requests network participation, it shall inform that provider or organization of that decision in writing. A health care provider who has been declined may appeal that determination as permitted by policy *05-07 Provider Appeal of Denial of Participation in ACO*.

4. OneCare will maintain a contracted network that includes sufficient numbers of facilities, physicians, ancillary providers, continuum of care providers, for the provision of high-quality covered services for Attributed Lives. That contracted network, together with non-contracted providers that Attributed Lives may seek care from, will meet the requirements for an adequate network found in ACO Program Agreements. OneCare does not prevent Attributed Lives from seeking care from providers who are not in the OneCare network.

5. OneCare shall obligate its network Participants, Preferred Providers and Collaborators to adhere to the requirements and/or obligations contained in each ACO Program Agreement in which they participate in.

6. OneCare will not restrict Attributed Lives from accessing care from any provider, in or out of OneCare's network.

V. **Review Process:** This policy will be reviewed in accordance with Policy 06-03 Policy Management and in accordance with the terms of OneCare's ACO Program Agreements with Payers.

VI. References:

- OneCare's Policy and Procedure Glossary
- ACO Program Agreements with Payers
- 42 CFR 438.12

VII. Related Policies/Procedures:

- 05-07 Provider Appeal of Denial of Participation in ACO

Location on SharePoint: Department: Policies, Category: Active

Management Approval:

Director, ACO Contracting	Date
Chief Operating Officer	Date

Policy Number & Title:	05-05 Contractual Signature Authority
Responsible Department:	Contracting
Author:	Martita Giard, Director, ACO Contracting
Original Implementation Date:	July 22, 2020
Board Approval Date:	April 15, 2025
Revision Effective Date:	April 15, 2025

I. **Purpose:** To establish uniform standards related to contractual signing authority that legally binds OneCare Vermont (OneCare) and to identify the individuals within the organization with the ability to exercise that authority.

II. **Scope:** Applicable to any OneCare Workforce and all forms of a Contract entered into by OneCare including those that are drafted by OneCare independently, jointly drafted Contracts, and Contracts proposed by other parties.

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:

Board refers to the Board of Managers of OneCare.

IV. **Policy:**

A. All legally binding Contracts must be signed by a Responsible Signatory. OneCare will not recognize contracts that are not executed by Responsible Signatories. If a contract is signed by someone other than a Responsible Signatory, that contract may be ratified and accepted by the signature of a Responsible Signatory. OneCare Workforce who attempts to or does enter into a Contract without authority, or compliance with Policy *05-01 Contract Management* may be subject to disciplinary action.

B. A Responsible Signatory is required to comply with the requirements of Policy *05-01 Contract Management* before executing a Contract.

C. The annual ACO Financial Audit Commitment Letter must be signed by a Responsible Signatory.

D. Invoices or other payments related to active Contracts will be paid according to the terms of that Contract.

E. Prior to signature, Board Approval is required for execution of any Contract involving the following: (i) a value-based payment program; (ii) any arrangement that requires a Waiver to be invoked; or (iii) any arrangement for which Board approval is required by the current version of OneCare's Operating Agreement and/or any applicable law or regulation.

V. **Review Process:** This policy will be reviewed in accordance with Policy 06-03 Policy Management.

VI. **References:**

- OneCare's Policy and Procedure Glossary

VII. **Related Policies/Procedures:**

- 04-06 Disbursement Authority Policy
- 05-01 Contract Management Policy

Location on SharePoint: Department: Policies, Category: Active

Management Approval:

Director, ACO Contracting	Date
Chief Operating Officer	Date

Policy Number & Title:	09-01 Quality Improvement and Management
Responsible Department:	Value Based Care
Author:	Kiah Palumbo, Director, Value Based Care
Original Implementation Date:	July 20, 2021
Board Approval Date:	April 15, 2025
Revision Effective Date:	April 15, 2025

I. **Purpose:** To define and outline key requirements of quality improvement and management efforts at OneCare Vermont (OneCare).

II. **Scope:** Applicable to the OneCare Workforce, Board of Managers, Committees, and Network.

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:

Quality Improvement Project means a strategy, plan, and associated tasks to address improvements in performance of the quality of care provided by Participating Providers to Attributed Lives.

Quality and Care Models Subcommittee means the Subcommittee of the Population Health Strategy Committee (PHSC) charged with evaluating clinical and care model trends and providing OneCare's PHSC with summary data representing clinical and care model activity across OneCare's network of providers.

Quality Improvement and Prevention Workgroup means the Workgroup overseen by the Quality and Care Models Subcommittee which is charged with identifying and sharing best practices on quality improvement, creating opportunities for dissemination of quality results, and providing feedback on quality measures.

OneCare Value Based Care Team means the OneCare team responsible for supporting quality improvement and management operational efforts within the OneCare ACO Network.

IV. **Policy:** This Quality Improvement and Management Policy serves as a guide for strategic implementation of efforts to improve quality of care provided to Attributed Lives. The policy is described by several key focus areas which are outlined below and is guided by OneCare's ACO Program Agreements with Payers.

A. **Annual Quality Improvement Strategy Work Plan:** OneCare Value Based Care Team shall annually define OneCare's quality improvement and management priorities.

1. The work plan will include specific, measurable, time-bound performance goals and ongoing assessments of progress toward these goals.
2. The work plan shall be reviewed by OneCare's Director of Value Based Care and Chief Medical Officer or as designated by a member of the senior leadership team (Chief Executive Officer, Chief Operating Officer, Chief Medical Officer, Chief Legal Counsel), subsequently presented to the Population Health Strategy Committee for approval.

B. **Quality Measurement:** In accordance with applicable law and respective ACO Program Agreements with Payers, OneCare shall annually evaluate and report on quality of care against defined measures and standards.

C. **Monitoring and Quality Assurance:** OneCare will engage in quarterly review of subsets of available quality performance data via the Quality Improvement and Prevention Workgroup

and/or the Utilization Management Workgroup. This review will include assessment and evaluation of performance (including gaps and variations in care), determination of need for intervention, implementation of necessary intervention, and ongoing monitoring of these efforts. The Quality Improvement and Prevention Workgroup presents findings and recommendations to the Quality and Care Models Subcommittee, and the Utilization Management Workgroup presents findings and recommendations to the Data Analytics Subcommittee. These findings and recommendations will occur on a quarterly basis, or more frequently at the direction of OneCare's Chief Medical Officer or as designated by a member of the senior leadership team (Chief Executive Officer, Chief Operating Officer, Chief Medical Officer, Chief Legal Counsel).

D. **Engagement:** The OneCare Value Based Care Team will gather feedback from the Patient and Family Advisory Committee and Network members to identify opportunities to facilitate and support ACO Network engagement of Attributed Lives and/or other supportive parties in quality improvement and management efforts.

E. **Reporting:** OneCare shall adhere to quality and utilization reporting requirements as outlined in respective ACO Program Agreements with Payers and as required by law.

F. **Right to Inspection:** In accordance with the terms in ACO Program Agreements with Payers, OneCare shall provide reasonable support to Payer requests for inspection of quality improvement related books, records, or contracts.

V. Review Process: This policy shall be reviewed in accordance with Policy 06-03 Policy Management and updated to be consistent with requirements set forth by OneCare Board of Managers, OneCare leadership, ACO Program Agreements with Payers, and regulatory bodies.

VI. References:

- OneCare's ACO Program Agreements with Payers
- GMCB Rule 5.000: Oversight of Accountable Care Organizations
- OneCare's Policy and Procedure Glossary

VII. Related Policies/Procedures:

- 03-03 Data Use Policy
- 04-19-PY25 Population Health Model and Payments PY 2025 Policy

Location on SharePoint: Department: Policies, Category: Active

Management Approval:

Director, Value Based Care	Date
Chief Medical Officer	Date
Chief Operating Officer	Date

Kerry Jones, Controller, Primary Care Health Partners – Vermont LLP

- Primary Care Health Partners has been an active participant with OneCare since 2014.
- Kerry has been with PCHP for eight years, first as the Accounting Manager and most recently as Controller. He has seen the positive impact OneCare has made for PCHP-VT.
- While at PCHP, he has overseen the various functions of the accounting department including financial statement preparation and budgeting.
- On a regular basis, Kerry interacts with PCHP-VT's pediatric, family medicine, and adult medicine offices located throughout the state.
- Kerry works at PCHP's central support office located in Williston, VT and resides in Burlington.

OneCare Vermont

OneCare Vermont Accountable Care Organization Board of Managers Resolution Appointing Independent Physician Seat on the Board of Managers and members to the Audit and Finance Committees April 15, 2025

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

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

A. Adriane Trout to an Independent Physician seat on the Board of Managers.
B. John Sayles to the Audit Committee.
C. Kerry Jones to the Finance Committee.

Regional Clinical Representative: Report from the Field

Rick Dooley

April 2025

OneCare Vermont

onecarevt.org

Value-Based Care Engagement Burlington

Regional Clinical Representative:

- Rick Dooley, PA-C covering Thomas Chittenden Health Center, Evergreen Family Health, Richmond Family Medicine and Essex and Lakeside Pediatrics

Current performance improvement initiatives:

- Priorities established for FMC (ED follow-up in 7 days for patients with multiple chronic conditions)
- Data reviews monthly for all PHM measures and establishment of Performance Improvement Plans under way as appropriate, focusing on 3 areas for potential increase payment – AWV, FMC ED follow up and HTN control

Activities:

- Established data feeds/information sharing with hospital/ED for patient lists
- Established workflows for Nurse Care Coordinator phone follow-up and/or triage
- Workflow efficiencies and scheduling to allow greater follow-up/availability for patients deemed high risk
- Outreach process implementation for panel management for Child and Adolescent Well Visits with gaps in care
- Developmental Screening EHR flagging for patients due for screening and to be completed at 9 months, 18 months and 30 months visits
- EHR flagging for patients eligible for Medicare AWV for coordinated communication and capture implemented

Value-Based Care Engagement Burlington

Next Steps:

- Review hypertension workflows to identify potential areas for improvement
- Review FMD data to ensure that workflows recently deployed are successfully identifying appropriate patients
- Work with each practice on pathways to increasing AWV compliance
- Encourage each practice to review developmental screening monthly to ensure they are effectively capturing codes for completed developmental screens

Population Health Model (PHM) Performance Update

April 2025

Carrie Weigand, CMO
Jodi Frei, Director of Data Services
Kiah Palumbo, Director of Value Based Care

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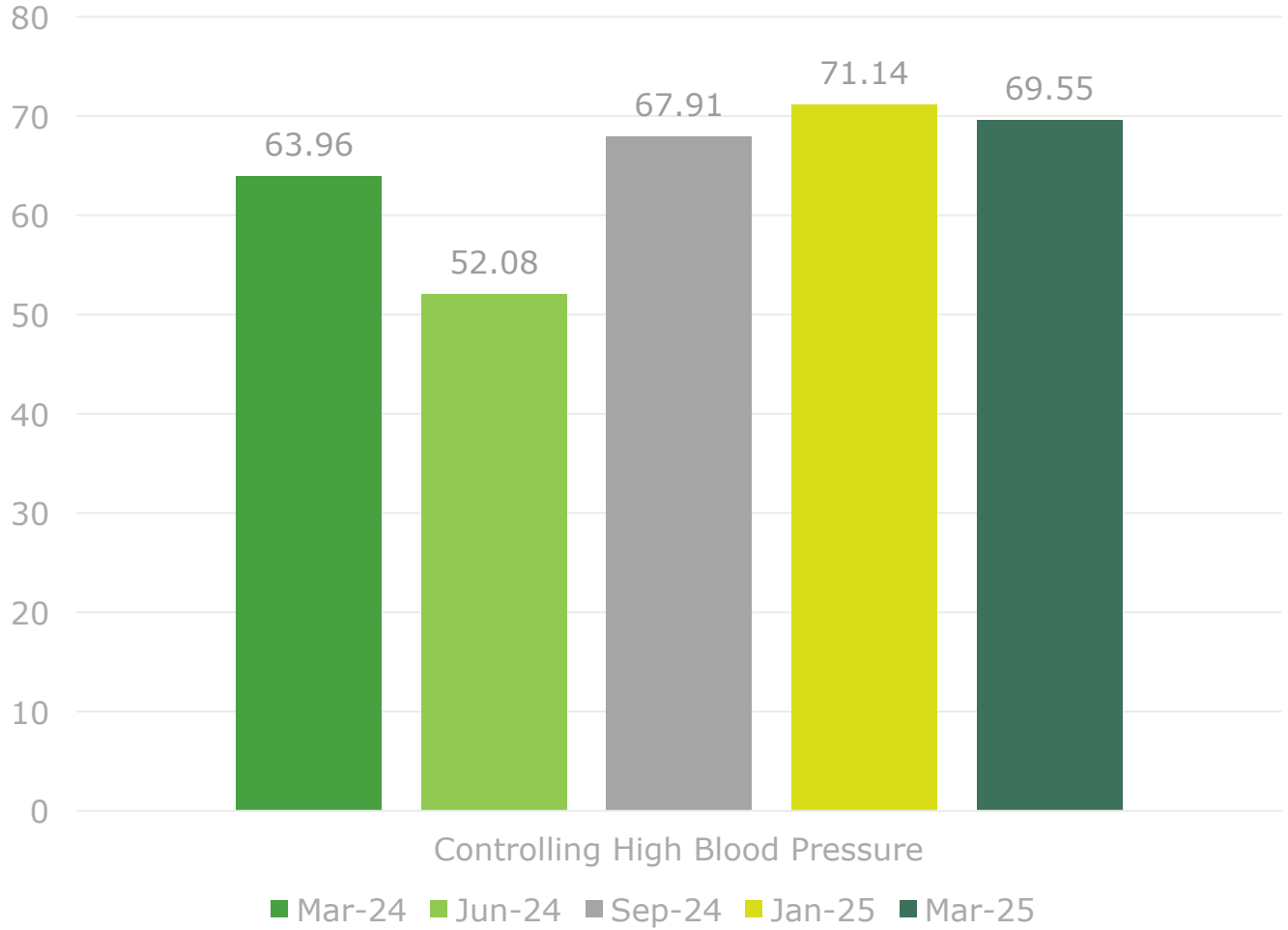
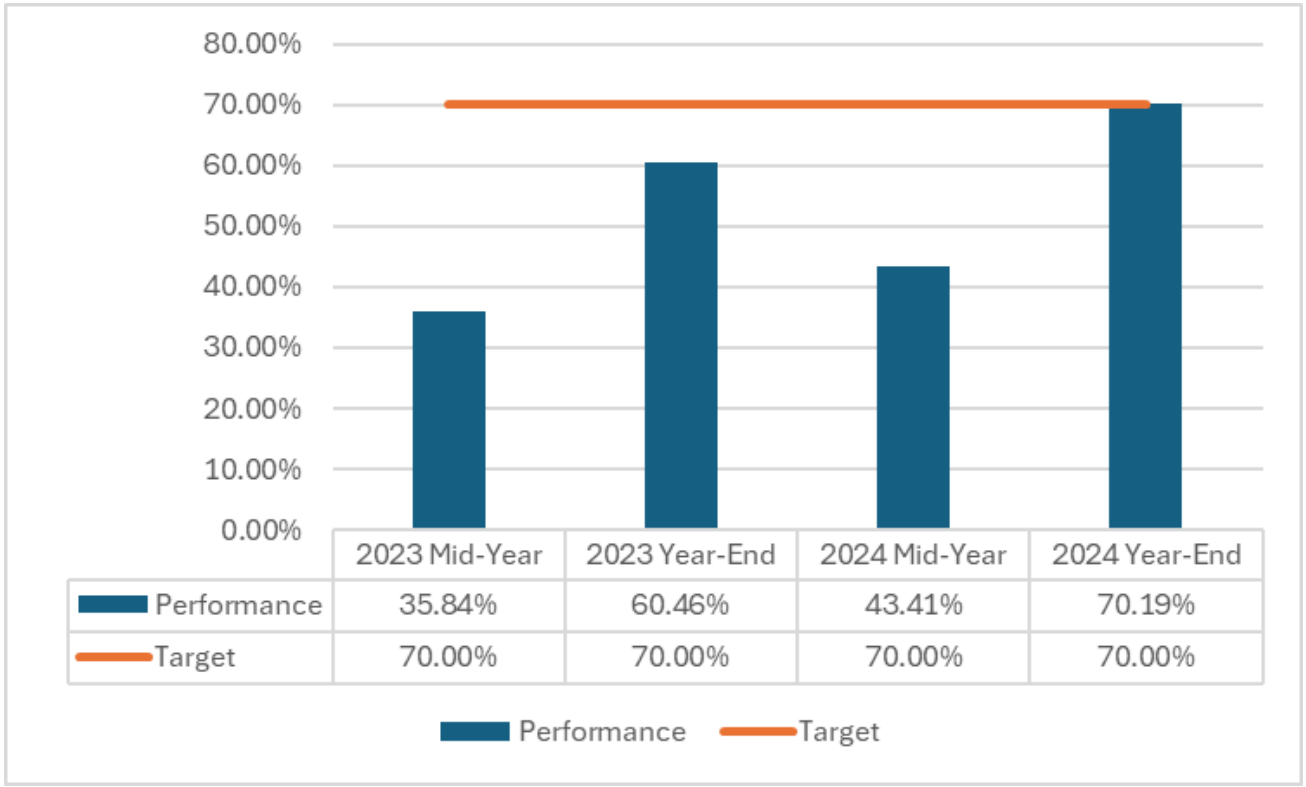
Rates of Controlled Hypertension



Hypertension Self-Report Measure: Thru December 2024
Source: VBC Data Collection Tool

Mental Health Screening Rate Improvement 2023-2024

- The OneCare Mental Health Screening Initiative was a financial incentive program aimed at improving the statewide mental health screening rate for PCPs
- Achieved network-wide screening target by end of PY 2024
- 65 practice sites reported screening rates above the target at the end of PY24 (compared to only 31 at the end of PY23)



OneCare Vermont

OneCare Vermont Accountable Care Organization

Board of Managers Resolution to Move to Executive Session

April 15, 2025

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 | April 2025

Media Coverage

Thomas W. Huebner of Rutland, Vermont | 1953 - 2025 | Obituary

April 1, 2025

The obituary for Tom Huebner in which OneCare is mentioned as part of his active participation in boards for numerous organizations focused on health and wellness services across Vermont.

Tom Huebner, health care 'hero', dies at 71

March 28, 2025, VTDigger

A tribute to Tom Huebner, OneCare vice chair and visionary leader for improving health care access in Vermont. OneCare interim CEO and CFO, Tom Borys, is quoted in this coverage along with many other colleagues, including OneCare board member, Judi Fox.

- This story was also printed in the Valley News on March 30, 2025

Government Relations

Green Mountain Care Board

At its March 12 meeting the GMCB was provided an overview of Year-end Actuals for Hospital budgets for FY2024. Staff also gave an overview of the proposed FY 2026 hospital budget guidance and final budget guidance was approved by the GMCB at its March 26 meeting. Additionally at the March 26 meeting General Counsel for the GMCB presented on Rate Review Affordability Guidance

At the March 26th meeting UVM Health Network submitted a proposed settlement agreement with the GMCB in which UVM would make significant investment in non-hospital primary care ($11 Million) formation of a work group consisting of UVMHN Leaders and GMCB board members and an external liaison to review and make sure they are compliant of future UVMHN Budget submissions as well as work with consultants to review and audit UVMHN Finances and providing $12 million to BCBSVT to help resolve claims issues from previous fiscals years. The Settlement also would rescind its appeal of GMCB's FY 2023 and FY 2025 Budget enforcement orders while the GMCB would allow UVM to use its 2024 (and 2023) overage to invest in the structural changes listed above.

The Settlement was approved unanimously by the GMCB on April 2.

State Legislature

The Budget Adjustment Act remains in Limbo as the Governor and House and Senate continue to have a standoff over the hotel/unhouse voucher program. Concurrently the House Education Committee passed out their own Education Transformation bill which encompasses some but not all the Governor's proposals for education transformation, and creates a glidepath timeline for education transformation

The Healthcare committees continue to work through the multitude of healthcare bills that have crossed over respectively. SHW health and welfare took testimony on the Certificate of Need thresholds bill (H.96), as well testimony on H.237 which focuses on prevention of workplace violence in hospitals. They also are discussing H.482 which would let the GMCB adjust a hospital's reimbursement rates and appoint a hospital observer. On the House Side, the HHC committee is focusing on Health Care and Payment and Delivery System Reform (S.126) as well as an Act (S.28) relating to access to certain legally protected healthcare services

Outreach and Advocacy

The Howard Center's Spring 2025 Conference

Perspectives 2025: Confronting Stigma, Cultivating Compassion will feature international speakers bringing diverse perspectives, hope, and inspiration around mental health and substance abuse to our Vermont community. This conference is sponsored by many health care organizations around the state. Learn more and register here: Howard Center Spring Conference

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.