Board of Managers Packet

Thursday, 11/13/2025
Asynchronous Review and Approval

1. PUBLIC: OneCare Board and Committee Schedule

2. PUBLIC: Public Consent Agenda

Motion and Vote to Approve Public Session Consent Agenda Items

3. PUBLIC: Governance

Motion and Vote to Appoint and Approve Managers to the Board of Managers

Upcoming Board & Committee Meeting Schedule

OneCare Board

November 2025 – asynchronous meeting only; routine business needing board approvals

December 2025 – Teams meeting 4-6 pm.

January 27, 2026 – Teams meeting 4-6 pm. Only planned meeting for Q1 2026.

Areas of focus: 2024 & 2025 shared savings/loss projections; waivers impact analysis; closeout progress; legacy website

April 21, 2026 – Teams meeting 4-6 pm.

Areas of focus: final 2025 PHM results; financials statements; closeout progress & transition; discussion of possible governance changes

June 16, 2026 – Teams meeting 4-6 pm.

Areas of focus: 2025 financial audit; financial statements; 2025 settlement projections; governance changes; closeout progress & transition

July 2026-forward – TBD, legal and needs analysis underway

Executive Committee

December 4, 2025 – Teams meeting 12:30-1 pm.

January 8, 2026 – Teams meeting 12:30-1 pm.

Future meetings – Ad hoc

Finance Committee

November 12, 2025 – Teams meeting 3:30-5:00 pm.

December 10, 2025 – Teams meeting 3:30-5:00 pm.

January 14, 2026 – Teams meeting 3:30-5:00 pm.

February 11, 2026 – Teams meeting 3:30-5:00 pm.

March 11, 2026 – Teams meeting 3:30-5:00 pm.

April 8, 2026 – Teams meeting 3:30-5:00 pm.

May 13, 2026 – Teams meeting 3:30-5:00 pm.

June 10, 2026 – Teams meeting 3:30-5:00 pm.

Audit Committee

December 4, 2025 – Teams meeting 4:00-5:00 pm.

February 10, 2026 – Teams meeting 4:00-5:00 pm.

June 16, 2026 – Teams meeting 3:00-4:00 pm.

Population Health Strategy Committee

December 8, 2025 – Teams meeting 5:15-6:30 pm.

Future meetings – Ad hoc

Patient and Family Advisory Committee

December 9, 2025 – Teams meeting 4:00-5:30 pm.

Future meetings – Ad hoc

OneCare Vermont Accountable Care Organization, LLC
Consent Agenda Cover Page

Public Session

November 18, 2025

Agenda Item	Reason for Review and Request for Approval
a. Consent Agenda Cover Page	Reference only.
b. Draft Public Session Minutes October 21st, 2025	Review and approval of prior month's minutes.
c. Board Committee Reports November 2025	Summary of Board subcommittee meetings from the past months.
d. Resolution Invoking Participation Waiver for UVMMC to Pay for Skilled Nursing Care for Patients Discharged to Burlington's Premier Nursing Home and Rehabilitation Center	Review and approval of participation waivers.
e. Q3 Financial Statements	Review and approval of OneCare's financial statements from quarter three of 2025.
f. Summary of Policies **g.** 06-01 Record Retention **h.** 06-01a Record Retention for OneCare's Business Closure	Review and approval of policies.

OneCare Vermont Accountable Care Organization, LLC
Board of Managers Meeting
October 21, 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 October 21, 2025. Public access was also available at OneCare's Offices in Colchester, Vermont.

I. Call to Order and Board Announcements

Board Chair Dr. Jen Gilwee called the meeting to order at 4:04 p.m.

II. CEO Remarks

Tom Borys, Interim Chief Executive Officer and Chief Financial Officer, provided an update on several staff transitions occurring in the next few weeks, indicating that it will require OneCare to be flexible in the months ahead, but that management will ensure appropriate coverage for all remaining work to wind down the organization. He then discussed ongoing claims processing issues with payers, recommending that participants considering fixed payment programs ensure they have resources dedicated to working with payers to ensure timely and accurate data and claims processing. Mr. Borys concluded by providing his reflections on board meeting cadence into 2026, citing the likelihood for three board meetings in 2026, but noting that details will be finalized in the weeks ahead and schedules adjusted as needed.

III. Public Consent Agenda Items

The Board reviewed consent agenda items including: (1) Draft Public Session Minutes from September 16, 2025; (2) Board Committee Reports October 2025; and (3) Medicaid Quality Scorecard.

An opportunity for discussion was offered.

A Motion to Approve the Consent Agenda Items was made by J. Sayles, seconded by S. LeBlanc, and approved via majority.

IV. Regional Clinical Representatives: Kerry Goulette

Dr. Carrie Weigand, Chief Medical Officer, introduced Kerry Goulette of Community Health Centers (CHC), Chittenden County, who described CHC's ongoing work to improve clinical outcomes for patients with hypertension. She described work in panel management, creating scripts for patient outreach, and scheduling changes to facilitate focus on blood pressure management. She also described clinical education sessions led by pharmacists and treat-to-target training. Ms. Goulette noted that setting goals for both hypertension control and uncontrolled hypertension with an office visit scheduled has been important to increase buy-in within clinics. Successes to date include conducting 1997 follow-up for blood pressure visits across CHC sites and achieving 90% of patients with either blood pressure control or a follow-up visit scheduled between August 1 – September 30, 2025. Some of their next steps include fine tuning panel management to address site specific needs and engaging primary care providers even more deeply in this quality improvement work.

V. Regional Clinical Representatives: Job Larson

Dr. Weigand introduced Dr. Job Larson of Community Health Centers of Rutland who described their work around three performance improvement initiatives. First, he discussed strategies implemented to address hypertension control such as standardizing blood pressure measurement techniques, provider education, and developing internal hypertension control guidelines based on clinical evidence. He then noted the importance of getting providers access to their own quality data and making space for formal data review, indicating this is work in progress. Dr. Larson shared that across clinics hypertension control is 2-3% higher than last year at this time. Next, he discussed activities related to the FMC measure such as increasing provider awareness of the need for timely follow-up, including templated appointments to address provider access issues and he noted that the Castleton Family Health site has set aside two appointment slots per provider per week for these follow-up visits which has proven so successful that it is now being spread to a second location in Rutland. Finally, Dr. Larson described a multi-year project to address annual wellness visits, noting large performance variations across sites. He reflected that the two sites performing well on this measure was a result of having local provider champions and that other sites need to continue to work on a culture shift and increasing provider buy-in. Dr. Larson described a key lesson learned in the way initial patient communications indicated these were free visits, recognizing that patients were displeased when other services were provided that day such as a lab test which did result in charges. CHC has since pivoted its messaging to address this concern.

VI. ACO Telehealth Benefit Enhancement

Dr. Weigand updated the board on the flexibilities OneCare's telehealth benefit enhancement waiver provider for patients attributed to the ACO through the end of December 2025, noting that communications have gone out to the network.

VII. AI Scribe Pilot Implementation

Dr. Weigand described progress in AI scribe pilot implementation, indicating that more than 240 new providers are contracted and beginning to use this tool. She feels the tool may help address access issues by cutting down time for daily manual clinical documentation and could extend provider willingness to remain in the workforce in years to come. Several more sites are in the process of being onboarded.

VIII. Public Comment

An opportunity for public comment was offered.

IX. Move to Executive Session

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

X. Votes from Executive Session

1. Approve Executive Session Consent Agenda Items. **Approved via supermajority.**
2. Approve Invoking a Participation Waiver and Entering into a Contract with UVMMC to Administer $11M Settlement Funds to Non-Hospital Primary Care. **Approved via supermajority.**
3. Approve Year-to-Date August 2025 Financials. **Approved via supermajority.**
4. Approve Corporate Goal Performance. **Approved via supermajority.**

XI. Adjournment

The meeting adjourned at 5:42 p.m.

Attendance:

OneCare Board Managers

Present:

Jen Gilwee, MD	John Sayles	Toby Sadkin, MD
Steve LeBlanc	Alicia Jacobs, MD	Judy Peterson
Judi Fox	Dick Courcelle	
Adriane Trout	Jessica Moschella	

Absent:

Sandy Rousse	Coleen Bruyette	Sierra Lowell
Tom Dee	Michael Costa	

Judy Peterson joined at 4:07p.m.

OneCare Leadership and Staff

Present:

Tom Borys	Carrie Weigand	Robyn Hoffmann
Sara Barry	Aaron Perry	Kim Douglas
Lucie Garand		

OneCare Board of Managers Committee Reports

November 2025

Executive Committee (meets monthly)
The November Executive Committee meeting was canceled. The committee is next scheduled to meet on December 4th, 2025.

Finance Committee (meets monthly)
The November Finance Committee meeting was canceled, but several approvals for minutes, Q3 financial statements, and a policy were approved via email. The committee is scheduled to meet next on December 10th, 2025.

Population Health Strategy Committee (meets monthly)
The November Population Health Strategy Committee meeting was canceled. The committee is next scheduled to meet on December 8th, 2025.

Patient & Family Advisory Committee (meets monthly)
The October Patient and Family Advisory Committee meeting was canceled. The committee is next scheduled to meet on December 9th, 2025.

Audit Committee (meets quarterly)
The committee is next scheduled to meet on December 2nd, 2025.

OneCare Vermont Accountable Care Organization Board of Managers Resolution Invoking Participation Waiver for UVMMC to Pay for Skilled Nursing Care for Patients Discharged to Burlington's Premier Nursing Home and Rehabilitation Center

November 18, 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 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 or 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 Patient A to be discharged to Burlington's Premier Nursing Home and Rehabilitation Center, 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 63 days despite acute care not being medically necessary and skilled nursing being the appropriate level of care for the patient.
2. The University of Vermont Medical Center ("UVMMC"), an ACO Participant, will pay the cost of up to 90 days stay for Patient B to be discharged to Burlington's Premier Nursing Home and Rehabilitation Center, 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 90 days despite acute care not being medically necessary and skilled nursing being the appropriate level of care for the patient.

OneCare Vermont
Financial Statement Summary Memo
September 2025

Below is a summary of the September 2025 Financial results.

Balance sheet:

Both assets and liabilities have decreased by $55M this month. The majority of this change is related to Medicare and UVMSF 24 settlement receipts/payouts, as well as a lack of cash received for the September GPP payment. The impact of these transactions is shown below:

- Cash – decrease due to payment of Medicare Held dollars to CMS ($22M) and no receipt of GPP in September($5.9M)
- Decrease in Other AR Settlement – receipt of 24 Shared Savings: Medicare and UVMSF
- Decrease in Network Receivable – receipt of 24 Medicare AIPBP due from the Network
- Increase in Other AR – recording of GPP Receivable from DVHA $5.9M
- Decrease in Network Payable Settlement – payment of RBE portion of Medicare 24 Shared Savings
- Decrease in Accrued Expenses – payout of total amount due to CMS for 24 AIPBP owed $42M)

The participation fee credits increased in September by $108k. See notes in income section below:

Net Assets have not changed, due to the maximum profit per policy being attained. All reserves booked at 9/30/25 are in accordance with policy.

Surplus and Loss:

As noted above, the YTD profit recorded to date remains at the maximum allowed per policy of $504k. The total economic change is greater than that, as the profit increase required the recording of $108k in par fee credits booked to bring the profit back down to the maximum. The $108k is primarily due to increased operating expense savings in September.

It should be noted that the rest of the year is on track to end with a total projected participation fee credit of between $750k and $1M, with the increase expected from the continued accumulation of operating expense savings. All 2025 programs are operating as planned, with no significant change in scope from budgeted amounts.

OneCare Vermont
Statement of Financial Position

For the Periods Ended	9/30/2025	8/31/2025	Variance
ASSETS			
Current assets:			
Total Cash	33,483,733	60,844,085	(27,360,352)
Network Receivable Settlement	7,886,926	8,597,838	(710,913)
Other Receivable Settlement	-	14,081,599	(14,081,599)
Network Receivable	3,226,950	21,663,375	(18,436,425)
Other Receivable	9,653,905	3,688,673	5,965,231
Prepaid Expense	73,547	931,303	(857,755)
Property and Equipment (net)	5,309	5,899	(590)
TOTAL ASSETS	**54,330,369**	**109,812,772**	**(55,482,403)**
LIABILITIES AND NET ASSETS			
Current liabilities:			
Accrued Expenses Settlement	9,460,830	9,460,830	-
Network Payable Settlement	1,401,752	13,635,518	(12,233,766)
Accrued Expenses	17,860,385	60,107,331	(42,246,946)
Network Payable	12,782,388	13,175,124	(392,736)
CTO Liability	294,598	307,537	(12,940)
Payroll Accrual	281,677	242,815	38,861
Deferred Income	856,290	1,498,631	(642,341)
Due to Related Parties - UVMMC	1,589,140	1,580,953	8,188
Due to Related Parties - UVMHN	284,041	284,764	(723)
TOTAL LIABILITIES	**44,811,100**	**100,293,503**	**(55,482,403)**
Net assets:			
Unrestricted Net Assets	6,805,734	6,805,734	-
Unrestricted Net Assets Risk Reserve	2,713,535	2,713,535	-
TOTAL NET ASSETS	**9,519,269**	**9,519,269**	**-**
TOTAL LIABILITIES AND NET ASSETS	**54,330,369**	**109,812,772**	**(55,482,403)**

OneCare Vermont
Surplus & Loss
September 30, 2025

	YTD Actual Gross	YTD Budget	YTD Variance
Fixed Prospective Payments Funding	358,239,613	384,243,923	(26,004,310)
Global Payment Program Revenue CPR	1,405,732	1,276,843	128,888
Global Payment Program Revenue FPP	46,960,124	80,872,847	(33,912,724)
Payor Contracts Funding	5,947,220	6,217,012	(269,793)
Other Funding	11,561,885	10,849,459	712,426
Settlement Income	-	-	-
Deferred Participation Fees (prior year)	4,719,569	777,239	3,942,330
Participation Fees	8,762,695	12,616,742	(3,854,047)
Participation Fees Credits	(523,802)	-	(523,802)
Total Funding	**437,073,036**	**496,854,066**	**(59,781,031)**
Fixed Payments	408,517,862	468,156,109	59,638,248
Populations Health Mgmt Payment	11,703,737	10,618,450	(1,085,286)
Blueprint Funding	7,765,630	7,765,984	354
Other PHM Programs	889,195	1,842,535	953,340
Settlement Expense	-	-	-
PHM Expenses	**428,876,423**	**488,383,078**	**59,506,655**
Salaries, Payroll Taxes and Fringe Benefits	4,587,583	5,401,693	814,110
Consulting, Legal and Purchased Services	2,204,170	3,029,944	825,774
Software, Licenses and Maintenance	120,608	179,394	58,785
Travel, Supplies, Other	779,581	953,242	173,661
GMCB order expense reduction	-	(1,093,285)	(1,093,285)
Operating Expenses	**7,691,943**	**8,470,988**	**779,045**
Total Expenses	**436,568,366**	**496,854,066**	**60,285,700**
Net Income	**504,670**	**-**	**504,670**

Board of Managers Summary of Policy Changes
Public Session
November 2025

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

- **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

- **06-01a Record Retention for OneCare Business Closure** *(New Policy)*
  - **Purpose:** To establish guidelines for the post-closure retention and disposal of records that were created or maintained by OneCare.
  - **Committee Endorsement:** N/A

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:	November 18, 2025
Revision Effective Date:	November 18, 2025

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. Retention and/or destruction of Records related to OneCare's business closure are addressed in a separate Policy 06-01a Record Retention for OneCare Business Closure.

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 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 OneCare's 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 in accordance with Policy 06-03 Policy Management 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
- 06-03 Policy Management Policy
- 06-01a Record Retention for OneCare Business Closure Policy

VII. Related Policies/Procedures:

- A03-09 Data and Record Retention Procedure

Location on SharePoint: Department: Policies, Category: Active

Management Approval:

Chief Operating Officer Date

Policy Number & Title:	06-01a Record Retention for OneCare Business Closure
Responsible Department:	Operations
Author:	Linda Cohen, Esq.
Original Implementation Date:	November 18, 2025
Board Approval Date:	November 18, 2025
Revision Effective Date:	November 18, 2025

I. **Purpose:** To establish guidelines for the post-closure retention and disposal of records that were created or maintained by OneCare.

II. **Scope:** This Policy is applicable to all Records that are created or maintained by OneCare and must be applied by the Workforce and Vendors prior to their departure or contract termination.

III. **Definitions:** Capitalized terms have the same definitions as 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 information related to 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. OneCare has carefully considered the record retention guidelines from these various authorities, and this Policy represents a synthesis to implement compliant record keeping. Standards in this Policy meet or exceed the directives received from the Vermont Agency of Human Services (AHS) and the Department of Vermont Health Access (DVHA) under Contract # 42438 of the VMNG program as referenced in the *Memo dated November 6, 2025.*

This Policy is intended to be read and implemented in conjunction with procedure A03-09 Data and Record Retention which provides more detailed directions about the types of documents and their retention/destruction obligations to allow the Workforce and Vendors to implement this Policy.

A. Retention Guidelines

Workforce and Vendors will retain and/or destroy Records as required by this Policy. OneCare will engage a data custodian who will accept delegation of its record retention and disposal obligations post business closure.

B. Retention Periods

Records shall be retained for the period designated in A03-09 Data and Record Retention procedure. Any record types falling outside the procedure should be appropriately disposed of by the time of business closure.

C. Retention Location Upon Business Closure

Upon OneCare's business closure, all Records will be maintained in an official designated repository on a secure SharePoint site with appropriate security permissions for the level of sensitivity of the information contained. A designated custodian shall oversee the secure retention of these Records for the retention period. Records no longer required will be permanently deleted/destroyed per the disposal guidelines in Section E.

D. Disposal Guidelines for Retained Records

Records must be disposed of at the conclusion of the retention period to which they are subject, in accordance with the procedure A03-09 Data and Record Retention. Records should be disposed of by or at the instruction of a designated data custodian in a manner that safeguards any HIPAA protected, confidential, sensitive or proprietary business information contained in the records.

E. Disposal Guidelines for Non-Retained Records

All Records not required to be retained in Section B should be disposed of by the Workforce in a manner that safeguards any HIPAA protected, confidential, sensitive or proprietary business information contained in the records.

F. Litigation and Audit Hold Guidelines

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.

V. References:

- OneCare's Policy and Procedure Glossary
- OneCare's Program Agreements with Payers
- GMCB Rule 5.000: Oversight of Accountable Care Organizations
- External Memorandum: OneCare Data Preservation/Destruction Analysis and Recommendations from Agency of Human Services and the Department of Vermont Health Access Dated November 6, 2025
- CMMI Vermont All Payer ACO Model – Model Close Out Compliance Guide Version 2 September 24, 2025

VI. Related Policies/Procedures:

- A03-09 Data and Record Retention Procedure
- 06-01 Record Retention Policy

Location on SharePoint: Department: Policies, Category: Active

Management Approval:

Legal Counsel Date

Chief Operating Officer Date

OneCare Vermont

OneCare Vermont Accountable Care Organization Board of Managers Resolution to Appoint Managers to the Board of Managers November 18, 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 qualifications of the candidates, hereby elects to seat the following individuals to the Board of Managers:

A. Lynn Guillette as the academic medical center in New Hampshire serving Vermonters seat for a term starting December 1, 2025 and ending November 30, 2028.

B. John Sayles as the MVP consumer seat for a term renewal ending November 30, 2028.

C. Adriane Trout as an independent physician seat for a term renewal ending November 30, 2028.

D. Judi Fox as the community hospital – PPS seat for a term renewal ending November 30, 2028.

E. Toby Sadkin as an independent physician seat for a term renewal ending November 30, 2028.

AND

The Board, after considering her qualifications and experience, hereby endorses the University of Vermont Health Network's ("UVMHN") appointment of Alicia Jacobs to continue her service on the OneCare Board of Managers as an Appointed Manager for a term beginning December 1, 2025.