



To: Susan Barrett, Michael Barber, Russ McCracken, Sarah Kinsler, Marisa Melamed, Michele Degree, Patrick Rooney, Kaitlyn Hoffman, Christina McLaughlin, and Health Care Advocate Policy Team

From: Sara Barry

CC: Vicki Loner, Tom Borys, Amy Bodette, Joan Zipko, Rachel Pilcher

Date: October 14, 2021

Subject: Responses to GMCB re FY22 ACO Certification Eligibility Verification

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Dear Green Mountain Care Board and Health Care Advocate Policy Teams:

Thank you for the opportunity to provide the Board with more specific information about recent changes at OneCare. This memo is a response to your September 29, 2021 memo with additional questions for OneCare.

At the outset, we note that your request refers to an “ownership change” for OneCare, this is not correct. As OneCare is a nonprofit organization, a Member does not have a pecuniary interest in the organization and there are no distributions to members or profit and loss provisions in OneCare’s Operating Agreement. These changes were made as part of the nonprofit application process and are not part of the current changes described in response to your questions.

- 1. In regard to the announcement on Friday, September 24 that the UVMHN will assume sole ownership of OneCare, submit any relevant documentation in accordance with GMCB Rule 5.501(c) and 5.403(a). The GMCB expects documents relating to this change may include, but are not limited to**
  - a. Amended Operating Agreement**

The amended Operating Agreement will be provided within 15 days of execution.
  - b. Updated Board of Managers Roster**

An updated Board of Managers roster is enclosed and reflects the September 30, 2021 resignations of the Dartmouth Member Manager seats. As the two academic medical center seats are filled, an updated roster will be provided within 15 days.
  - c. Any other documentation relevant to § 5.501(c) and § 5.403(a)**

OneCare has not identified any additional documentation relevant to § 5.501(c) and § 5.403(a).
- 2. Describe whether/how the change impacts the ACO’s structure, composition, governance, and management, as well as its compliance with GMCB Rule 5.000, §§ 5.201-5.502.**

The governance change means that Dartmouth Hitchcock Health (DH-H) has exited as a member and the University of Vermont Health Network (UVMHN) has replaced the University of Vermont Medical Center (UVMHC) as the sole member and the Operating Agreement was updated accordingly. This change will not impact OneCare’s statewide provider participants. D-HH will continue to fully participate in OneCare programs as a provider participant. OneCare will remain its own legal entity and will maintain a governance board that includes managers from throughout the state that represent the full continuum of care and consumers.

The Board of Managers will remain at 21 seats with a change to the composition. The three Dartmouth Member Managers seats have been eliminated and those Managers resigned effective September 30, 2021. The UVMHN will appoint three Member Managers to replace the seats held by UVMHC. This UVMHC to

UVMHN transition was seamless with no change in Managers to the Board. Two seats for academic medical centers have been created and will be filled through the nomination process. One academic medical center seat is designated for an academic medical center located in New Hampshire and one for an academic medical center located in Vermont. An additional seat for a commercial insurance beneficiary has been created based on current Rule 5 requirements. As before, Supermajority will require the vote of at least one Member Manager and 2/3 of Board. A stipend for consumer managers to help them bear the cost of their participation has been added to the Operating Agreement.

Also with the move to a single member, the Board decided to revise the dispute resolution deadlock provisions to provide a better opportunity to resolve disagreements. If there is a deadlock it would be submitted to a special committee comprised of the CEO, Chair, and one additional Manager that is not associated with the Member Manager. The special committee will attempt to resolve the dispute according to the principles in the Operating Agreement which include alignment with OneCare's strategic plan. This special committee can, but does not have to, make a binding decision.

This change does not impact compliance with GMCB Rule 5.000, §§ 5.201-5.502.

Please confirm receipt and let us know if you have any further questions.

Attachments (1)