OneCare Vermont

Policy Number & Title:	07-06 Conflict of Interest
Responsible Department/s:	Compliance
Author:	Gregory Daniels, Chief Compliance and Privacy Officer
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I. Purpose: OneCare Vermont, Accountable Care Organization ("OneCare") has adopted this Conflict of Interest policy to identify, and limit the effect of, any possible conflicts between the personal interests of Key Persons and the business interests of OneCare. This Policy outlines the requirements of annual and ongoing disclosures of relevant financial interests by Key Persons, a process for determining whether a conflict of interest exists, a process for addressing conflicts that arise, and remedial steps that will be taken in the event a violation may arise. This Policy is intended to supplement, but not replace, any applicable laws governing conflicts of interest applicable to OneCare.

II. Scope: This Policy is applicable to OneCare's Workforce, members of the Board of Managers and Sub-Committees of the Board, and Key Persons doing business for or on behalf of OneCare Vermont.

III. Definitions: Commonly used terms have the same definition as defined in OneCare's *Policy and Procedure Glossary*, available upon request. For purposes of this Policy, the terms below have the following meanings:

COI Form means the Conflict of Interest (COI) Questionnaire and Certification Form.

Conflict of Interest ("COI") means any Related Party Transaction or any other transaction or duality of interest that is, or could be perceived or interpreted to be, in conflict with OneCare's interest.

Financial Interest means a situation where an Interested Person has, directly or indirectly, through business, investment, or Immediate Family:

(1) An ownership or investment interest in any entity or individual with which OneCare has a transaction or arrangement; or
(2) A compensation or payment arrangement with OneCare or with any entity or individual with which OneCare has a transaction or arrangement; or
(3) A present or potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which OneCare is negotiating a transaction or arrangement; or
(4) A role as a trustee, officer, director, or workforce member of any entity with which OneCare has a transaction or arrangement or is negotiating a transaction or arrangement.

Immediate Family means a Key Person's spouse, domestic partner, parents, grandparents, siblings (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and the spouses or domestic partners of parents, grandparents, siblings, children, grandchildren and great-grandchildren.

Key Person means any Officer, Senior Management Official, or member of a committee or Board or any other person, Workforce member or position determined by the Board to exercise substantial influence over the business affairs of OneCare.

Related Party means an entity or individual in or with which a Key Person or an Immediate Family of a Key Person has, directly or indirectly, an ownership or investment interest, a compensation or payment arrangement, or a role as a trustee, director, officer or employee.

Related Party Transaction means any transaction, agreement or other arrangement in which a Related Party has a financial interest and with respect to which OneCare is a participant or party. A Related Party Transaction shall not include transactions, agreements or other arrangements that affect a class of entities that includes an entity in which a Key Person has an interest, but pertain to the class and not solely that entity.

IV. Policy

1. Duty to Disclose

All Key Persons shall disclose any potential or actual Conflicts of Interest as follows:

a. **Initial Disclosure:** Each Key Person shall complete and submit a COI Form disclosing any potential or actual Conflicts of Interest that he or she may have, prior to the commencement of his or her employment, engagement or term of board or committee membership with OneCare.
b. **Annual Disclosure:** Each Key Person shall submit an updated COI Form disclosing any potential or actual Conflicts of Interest that he or she may have, on an annual basis.
c. **Interim Disclosure:** Each Key Person shall promptly advise the Chief Compliance and Privacy Officer ("CCPO") of OneCare of any changes to the information provided in his or her last completed COI Form.

The COI Form shall be periodically reviewed and revised by the CCPO and approved by the Board. The COI Form shall require, among other things, each Key Person to disclose all other entities for which such Key Person is an officer, senior management executive, or member of a committee or Board. A Key Person's failure to complete a COI Form shall be deemed a violation of this Policy. All Conflicts of Interest reported on COI Forms and subsequent disclosures shall be compiled and reported to the CCPO who shall report them to the Board.

2. Review of Disclosures and Management of Potential Conflict of Interests

A. Determining Whether a Conflict of Interests Exists
OneCare's CCPO shall work with the Board to determine whether the disclosure by a Key Person constitutes a Conflict of Interest. The CCPO and Board shall review the facts concerning the potential or actual Conflict of Interest and request that the Key Person in subject recuse himself or herself from meetings or discussions at which such review is performed. This review shall be in addition to, and not in place of, the review policy that OneCare would normally use to approve the subject transaction, agreement, or arrangement.

If during the course of a Board or committee meeting or discussion, a participant believes an actual or potential Conflict of Interest may exist, the participant should raise the issue and disclose such information as the participant is aware so that the Board or committee may review and refer the matter for additional action if required by this Policy. In all cases, any disclosure shall be documented in meeting minutes or other corporate records.
In determining whether a Conflict of Interest exists, the Board will consider, among other relevant factors:

1. The status of OneCare's participation in the Vermont All-Payer Accountable Care Organization Model Agreement ("All-Payer Model") and supporting the organizations; and
2. The Board's composition intentionally includes representation of the participants in accountable care organization ("ACO") programs with payers.
3. If an agreement or arrangement affects an entity in which a Key Person has an interest, whether the agreement or other arrangement pertains to a class of entities and not solely to an entity in which a Key Person has an interest.

B. Addressing the Conflict of Interest

If a Conflict of Interest is determined to exist under this Policy, it will preclude the Key Person with a Conflict of Interest from participation in a decision regarding the Related Party Transaction or other transaction or duality of interest giving rise to the Conflict of Interest. With respect to such decision, the Key Person with the Conflict of Interest shall:

1. Leave the meeting for the discussion;
2. Not participate in the deliberations of the body with respect to the matter; and
3. Not vote.

The Board must review and approve any proposed Related Party Transaction before OneCare enters into the transaction. Specifically, the Board must confirm that the transaction is fair, reasonable, and in OneCare's best interest. The vote on the transaction shall be held after prior notice and full disclosure of all relevant facts to the Board (excluding the Key Person with the Conflict of Interest).

When required by the Operating Agreement, or if the Board desires ratification by the Members (as defined by the Operating Agreement), the Board shall provide written notice to the Members of its determination to approve the Related Party Transaction, and thereafter the Members, in good faith, shall reasonably determine, based on available data, that the transaction is fair to OneCare and approve the arrangement or transaction.

C. Documentation

Documentation for reviewing and/or approving an arrangement or transaction involving a Key Person with a Conflict of Interest shall include, in the minutes of the meetings of the OneCare Board's meetings the following:

1. the names of the persons who disclosed or otherwise were found to have an Interest,
2. the nature of the Interest,
3. any action taken to determine whether a Conflict of Interest existed,
4. the decision as to whether a Conflict of Interest in fact existed,
5. the names of the persons who were present for discussions,
6. the content of the discussion, including any alternatives to the proposed transaction or arrangement, and
7. A record of any votes taken in connection with the transaction or arrangement giving rise to the potential Conflict of Interest in question.

OneCare will retain the records of Conflict of Interest reviews in accordance with *06-01 Maintenance of Records Policy.*

3. Violations

If the Chair of the Board, or Designee if the Key Person with a Conflict of Interest is the Chair of the Board, has reasonable cause to believe that a Key Person has failed to disclose a Conflict of Interest or otherwise violated this Policy, in consultation with the CCPO, he or she shall inform the Key Person of the basis for such belief in writing and afford the Key Person an opportunity to explain the alleged violation.

If, after receiving the response of the Key Person and making such further investigation as may be warranted in the circumstances, the Board determines that the Key Person has in fact failed to disclose a Conflict of Interest or otherwise violated this Policy, he or she shall direct that appropriate disciplinary and/or corrective action, which may include termination of employment (in the case of a Key Person who is an employee of OneCare) and/or termination of appointment to the Board or committee, be taken. In cases where such violation results in significant damage to the interests of OneCare, civil action may be initiated if appropriate.

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 Contracts and Requirements
- OneCare's Policy and Procedure Glossary

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VII. Related Policies/Procedures:

- 06-01 Maintenance of Records Policy
- 07-02 Compliance Policy
- 07-07 Code of Conduct
- 07-08 Compliance Communication, Reporting, and Investigation Policy

Location on Shared Drive: S:\Groups\Managed Care Ops\OneCare Vermont\Policy and Procedures

Management Approval:

Sara E Barry — 12/18/20

Chief Operating Officer — Date

Gregory Daniels — 12.17.20

Chief Compliance and Privacy Officer — Date

Board of Managers Approval:

John Brumsted — 12/21/2020

Chair, OneCare Vermont Board of Managers — Date