

5.202 Governing Body
(a) An ACO must maintain an identifiable governing body that:
1. is the same as the governing body of the legal entity that is the ACO;
2. is separate and unique to the ACO and not the same as the governing body of any ACO Participant, except where the ACO is formed by a single ACO Participant;
3. has sole and exclusive authority to execute the functions of the ACO and to make final decisions on behalf of the ACO; and
4. has ultimate authority and responsibility for the oversight and strategic direction of the ACO and for holding management accountable for the ACO's activities.
(b) An ACO must have a governance structure that reasonably and equitably represents ACO Participants, including a governing body over which at least seventy-five percent (75%) control is held by ACO Participants or representatives of ACO Participants. An ACO's governing body must also include the following Enrollee members, whose positions may not be filled by the same person:
1. at least one Enrollee member who is a Medicare beneficiary if the ACO contracts with Medicare;
2. at least one Enrollee member who is a Medicaid beneficiary if the ACO contracts with Medicaid; and
3. for each commercial insurer the ACO contracts with that has a Vermont market share of greater than five percent (5%), at least one Enrollee member who is a beneficiary of that commercial insurer.
Notwithstanding subdivisions 1 through 3 above, an ACO's governing body must have at least two Enrollee members, regardless of the number of Payers the ACO contracts with.
(c) An ACO must consult with local advocacy groups (e.g., the Office of the Health Care Advocate) and Provider organizations when recruiting Enrollee members of its governing body. An ACO must make a good faith attempt to recruit and select Enrollee members who are representative of the diversity of consumers served by the ACO, taking into account demographic and non-demographic factors, including gender, race, ethnicity, socioeconomic status, geographic region, medical diagnoses, and services utilized. Each Enrollee member must have experience or training advocating for consumers on health care issues or be provided training on the subject. No Enrollee member may be an ACO Provider, an employee of an ACO Provider, or an owner of an ACO Provider. In addition, no Enrollee member may have an immediate family member who is an ACO Provider, an employee of an ACO Provider, or an owner of an ACO Provider.
(d) An ACO must, on an ongoing basis, assist the Enrollee members of its governing body in understanding the processes, purposes, and structures of the ACO, as well as specific issues under consideration by the governing body.
(e) Members of an ACO's governing body must have a fiduciary duty to the ACO, including the duty of loyalty, and must act consistent with that fiduciary duty.
(f) An ACO must have a transparent governing process that includes:
1. posting the names and contact information of each governing body member on the ACO's website;
2. holding public meetings of the ACO's governing body in accordance with 18 V.S.A. § 9572(a), (b), and (e);

3. making the governing body's meeting schedule available to the public in accordance with 18 V.S.A. § 9572(c);
4. making recordings or minutes of governing body meetings available to the public in accordance with 18 V.S.A. § 9572(d);
5. posting summaries of ACO activities provided to the ACO's consumer advisory board on the ACO's website; and
6. providing a publicly accessible mechanism for explaining how the ACO works, including by posting on the ACO's website.
(g) An ACO must have regularly scheduled processes for inviting and considering consumer input regarding ACO policy, including a consumer advisory board that meets at least quarterly. The membership of an ACO's consumer advisory board must be drawn from the communities served by the ACO, including Enrollees of each participating Payer and Enrollees' family members and caregivers. An ACO must create, monitor, and publish on its website a general email address to which consumers and members of the public may submit suggested topics and concerns for the consumer advisory board. Members of an ACO's management team and governing body must regularly attend consumer advisory board meetings and report back to the ACO's governing body following each such meeting. The results of any other consumer input activities undertaken by an ACO (e.g., hosting public forums or soliciting public comments) must be reported to the ACO's governing body at least annually.
(h) At least once per year, an ACO must arrange for the members of its consumer advisory board to meet with representatives of the Office of the Health Care Advocate to discuss their experiences serving on the consumer advisory board and providing input to the ACO. The Office of the Health Care Advocate may report its findings from this meeting to the ACO.
(i) An ACO must have a conflict of interest policy that applies to members of the ACO's governing body and that:
1. imposes on each member of the governing body a continuing duty to disclose relevant financial interests, including relevant financial interests of immediate family members;
2. provides a procedure to determine whether a conflict of interest exists, including a conflict of interest arising from the financial interests of an immediate family member, and sets forth a process to address any conflicts that arise; and
3. addresses remedial action for members of the governing body that fail to comply with the policy.

Example of Green Mountain Care Board Accountable Care Organization Certification Criteria Assessment