

Value-Based Payment (VBP) Readiness Sub-Committee Charter

Bronx Partners for Healthy Communities (BPHC)

Through New York's "Delivery System Reform Incentive Payment" (DSRIP) program, funding will be awarded to Performing Provider Systems (PPSs) that implement innovative programs that reduce avoidable hospitalizations and emergency department use over the next five years. Bronx Partners for Healthy Communities (BPHC) is a consortium of Bronx organizations that will operate as a PPS and measurably improve care in the Bronx. Through partnerships with providers, hospitals, social services and housing organizations, and others, BPHC will construct an integrated delivery network and implement targeted projects to keep Bronx Medicaid enrollees healthy and prevent avoidable hospitalizations and emergency department use.

Charge

The VBP Readiness Sub-Committee will recommend funding for BPHC programs that demonstrate value in terms of:

- Outcomes, performance improvement, efficiency and cost reduction
- Effectiveness in transitions of care
- Impact on reducing avoidable hospital admissions and emergency department visits
- Integration of primary care with behavioral health services and social services that address social determinants of health

The Sub-Committee reports to the Executive Committee.

Membership Composition

The VBP Readiness Sub-Committee will consist of 12 to 15 voting members, with up to two members from SBH Health System (SBH) and Montefiore Medical Center, respectively. The members representing SBH and Montefiore Medical Center shall include one financial professional and one clinical professional from each of the two hospitals. The remaining members of the VBP Readiness Sub-Committee will be PPS Member representatives.¹ Each member of the VBP Readiness Sub-Committee will act as a fiduciary for the PPS, rather than a representative of his or her employer. The Sub-Committee members will include a mix of stakeholder interests and expertise, drawing on Federally Qualified Health Centers, hospitals, long-term care providers, behavioral health providers and/or community-based and social services organizations. The Sub-Committee has the option of seeking input from consumers as needed and appropriate.

The VBP Readiness Sub-Committee will be reflective of the following selection criteria:

- Executive level experience
- Expertise or working knowledge of budgets or financial statements
- Expertise in clinical focus areas, such as primary care, behavioral health, cardiovascular disease or care management/transition services
- Deep roots working in the Bronx and particularly in the communities most at risk
- A history of working collaboratively with other Bronx health care, social service and other supportive agencies

There will be no term limits for VBP Readiness Sub-Committee members.

Selection of Sub-Committee

The members of the VBP Readiness Sub-Committee will be selected by the EC from among individuals who serve on the Finance and Sustainability Sub-Committee and Quality and Care Innovation Sub-Committee, the two Sub-Committees that will be merged to create the VBP Readiness Sub-Committee. Except for the members who serve by nature of affiliation with SBH or Montefiore Medical Center, seats of the VPB Sub-Committee that are vacated will be filled by new members selected by the EC from among individuals proposed by the Nominating Committee, which will choose candidates based on the qualifications described above.

Selection of Sub-Committee Co-Chairs

The Sub-Committee will have two Co-chairs appointed by the Chair of the EC. One Co-chair position is reserved for an SBH representative and the other Co-chair position is reserved for a Montefiore Medical Center representative. Terms of removal for a Sub-Committee Co-chair will follow the same terms as for the removal of Sub-Committee members.

Sub-Committee Co-Chairs Roles and Responsibilities

The Sub-Committee Co-chairs have the following roles and responsibilities:

- Lead Subcommittee to ensure roles and expectations of Sub-Committee as defined in charter are met
- Ensure appropriate data is provided to subcommittee and leads subcommittee on assessing data as basis for making recommendations to the Executive Committee
- Keep Sub-Committee's work/output on track and on time per DSRIP Implementation Plan timeline of deliverables
- Involve all members in decision-making and adheres to consensus-based decision-making rule as defined in charter
- Communicate, collaborate and share output with other subcommittee Co-chairs as relevant and needed in areas of overlapping work streams and project activities
- Report work of subcommittee and makes recommendations to the Executive Committee. The Co-chairs will report/present directly to the Executive Committee at Executive Committee meetings as needed.
- Work with CSO to set agendas and meeting schedule and develop meeting materials

- Call meetings to order and keeps meetings on track (per written agenda).

Removal of Committee Members

Members of the VBP Readiness Sub-Committee may be removed for cause by the Executive Committee. Except for the representatives who serve by nature of affiliation with SBH or Montefiore Medical Center, termination of a Sub-Committee member's affiliation with a Member organization shall serve as a trigger for the Executive Committee to reexamine whether the individual may keep their membership on the VBP Readiness Sub-Committee or whether the individual should be removed and another person should be appointed. The reexamination will be done in consultation with the Nominating Committee. The Executive Committee will make a recommendation to the SBH CEO who will make the final determination. SBH and Montefiore Medical Center shall be respectively and solely responsible for appointing new representatives to replace their terminated representatives, consistent with the selection criteria established for the two hospitals in the first paragraph of the Membership Composition section above. Termination of a Co-chair will result in removal by the Executive Committee and appointment of a new Co-chair.

Meeting Frequency

VBP Readiness Sub-Committee membership will require attendance at all meetings, anticipated to convene at least bimonthly. In addition to the regular meetings, the entire Project Advisory Committee (which is composed of all of the Committee and Sub-Committee members) is expected to convene at least twice annually. The VBP Readiness Sub-Committee may schedule additional meetings, as needed. Substitutions will not be permitted. Members are expected to act in the interest of the collaborative and support and participate in consensus-based decision-making (see additional information below).

Members will also be expected to:

- Read meeting materials in advance and come prepared to contribute substantively in the work of the Sub-Committee
- Actively engage in discussions and contribute expertise to decision-making processes
- Provide timely review and feedback of documents when solicited
- Participate in surveys and information gathering as appropriate

Sub-Committee members are expected to attend meetings in-person unless the Co-chair(s) of the VBP Readiness Sub-Committee grants permission for the Committee member to attend by phone. To be a validly constituted meeting, at least 75% of all members of the VBP Readiness Sub-Committee must be present in person or by phone (to the extent phone participation is permitted). All members of the VBP Readiness Sub-Committee must attend at least 80% of all regular and special meetings held during a twelve-month period beginning each April, unless their absence is excused for good cause, as

determined by the Co-chair(s). Failure to meet the attendance requirements will lead to automatic removal of the member, unless otherwise determined by SBH.

Meetings will be open to all PPS members except where proprietary or privacy concerns dictate a closed session. The Sub-Committee will take notes of its meetings.

Consensus-Based Decision-Making

The VBP Readiness Sub-Committee will operate under consensus-based decision-making, meaning the agreement of a supermajority (75%) of the VBP Readiness Sub-Committee membership. SBH, as the fiduciary, will ensure that a consensus-based decision making process is followed and if necessary, exercise the authority to make final decisions if consensus cannot be obtained. SBH seeks to build trust between members and does not intend to block, overturn or otherwise disrupt decisions that are consensus-based, except in cases where decisions or actions may bring BPHC out of compliance with legal or contractual obligations.

Actions by Sub-committees that are consensus-based will be submitted to the Executive Committee for review, and if approved, will be final subject to the exercise of SBH fiduciary duties. The process for resolving conflicts in instances where decisions are not consensus-based is discussed below.

When Sub-Committee actions are not consensus-based, the relevant Sub-committee will submit to the Executive Committee a summary of issues on which consensus has, and has not, been reached. The Executive Committee will work with the Sub-committee to reach consensus. If consensus cannot be reached, the Executive Committee will prepare summaries of issues of agreement and contention and a recommendation for SBH review. SBH will evaluate this proposal and work with the Executive Committee to establish consensus. In the rare case consensus cannot be reached, SBH's CEO or appointee of CEO subject to Board oversight, as fiduciary, will determine the course of action.

Responsibilities & Expectations

The VBP Readiness Sub-Committee will monitor and make recommendations to the Executive Committee on the distribution of project implementation funds, the budget and PPS performance, finance structure and related policies and procedures for PPS partners. VBP Readiness Sub-Committee responsibilities include:

- 1. Review and Approve Funds.** Review and approve funds flow budget and distribution plan, including the approach to funds flow methodology.
- 2. Monitor Budget.** The VBP Readiness Sub-Committee will monitor the budget, including DSRIP program expenses across the PPS and cash flow statements.

3. Review of performance against PPS Performance Payments. The VBP Readiness Sub-Committee will review overall PPS performance and individual Partner performance against requirements necessary to earn PPS performance payments. The VBP Readiness Sub-Committee will also consider return on investment (ROI) of intervention programs and pilot programs and make recommendations to the EC for scaling up and spreading programs that demonstrate value.

4. Make recommendations for value-based payment planning and management of risk contracts. The VBP Readiness Sub-Committee will make recommendations to transition to value-based payment planning and management of risk contracts.

5. Monitor and Assist Partners. The VBP Readiness Sub-Committee will support the development of a process to monitor and assist underperforming PPS Partners, as appropriate, and the execution of the process.

6. Finalize and Monitor a Sustainability Plan to Achieve 90% Value-Based Payments (VBPs). The VBP Readiness Sub-Committee will oversee the creation of the Sustainability Plan and facilitate approval of the plan with the Executive Committee. The VBP Readiness Sub-Committee will support the development of an initial baseline assessment of revenue linked to VBPs and the creation of ongoing PPS wide reporting requirements to monitor the PPS transition towards achieving 90% VBPs across the network by DY 5.

7. Collaborate with other Sub-Committees. The Sub-Committee will work with other Sub-Committees as appropriate.

Failure by a Sub-Committee Member to comply with its responsibilities may result in corrective action by the Executive Committee and/or SBH designed to help bring the Member into compliance. Bankruptcy, fraud, or material noncompliance may result in removal by the Executive Committee and/or SBH. BPHC will adopt a Conflict of Interest (COI) Policy for key employees and Sub-Committee members, who must also complete an annual COI disclosure statement. Individuals reporting a conflict must recuse themselves from participation in decisions involving the conflict.

Amendments to this charter require the approval of the Executive Committee.

ⁱ Partners are health care providers and other health-related organizations that will participate in the BPHC and have entered into Master DSRIP Services Agreement. Member organizations are health care providers and other health-related organizations that will participate in the BPHC, including both those who have and have not entered into a Master DSRIP Services Agreement.