CPESN CIN Training

Part 2: Legal Policies

As of: December 2025

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Legal Policies

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Antitrust 101

Antitrust laws **prohibit collaborations that restrict competition.**

Clinically Integrated Networks (CINs) must be carefully structured to comply with federal and state antitrust regulations, particularly when engaging in joint contracting. Two key antitrust statutes include the Sherman Act and the Clayton Act.

Key:

- Competition is the basis of the free market
- Antitrust laws are the "rules of the game" for the free market
- Actions that negatively impact the market (consumers) are forbidden

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Antitrust 101

Competitors engaging in joint contracting is generally frowned upon. It's what we've been told for years – that pharmacies can't organize together because it's against the law.

There are three circumstances in the eyes of antitrust litigators in which competitor collaboration is appropriate:

- Full financial integration
- Substantial financial risk
- **Clinical Integration**

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FTC and DOJ Standards for Clinical Integration

The Federal Trade Commission (FTC) and Department of Justice (DOJ) are the federal agencies that oversee and enforce antitrust laws. They define clinical integration as a program that enhances quality and efficiency through active oversight and coordination. The program must illustrate how the collaboration will result in measurable improvements in care and cost containment.

Indicia of a clinically integrated entity are:

- Use shared evidence-based protocols
- Coordinate patient care across settings
- Monitor and report quality and performance data
- Provider participants must have financial "skin in the game" - whether monetary or "sweat of the brow"

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Examples of Health System CINs

1. Vanderbilt Health Affiliated Network (VHAN)

- **Location**: Based in Tennessee, extends into Georgia, Alabama, Mississippi, Arkansas, and Kentucky.
- **Scope**: Includes over 50 hospitals and 3,500 clinicians across 235 practices.
- **Success**: Known for strong physician leadership and regional collaboration to improve care coordination and reduce fragmentation.

2. Michigan Statewide CIN

- **Location**: Michigan
- **Structure**: Composed of 28 hospitals and a dozen large physician organizations.
- **Ownership**: Jointly owned by three major health systems.
- **Impact**: Focuses on statewide data sharing and performance improvement to support value-based care.

3. Texas Independent Physician CIN

- **Location**: Texas
- **Composition**: Over 1,100 independent physicians.
- **Unique Feature**: Operates independently of hospital systems, emphasizing physician autonomy while achieving integration goals.
- **Goal**: Tackles care fragmentation and clinician burnout through shared governance and coordinated care models

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Antitrust 101

At the beginning of every CPESN meeting, we read the antitrust statement.

The reason it is read at the start of our meetings is to **remind our networks and our participants that the antitrust laws apply to their actions**, especially **Section 1 of the Sherman Act**, which prohibits agreements that unreasonably restrain trade. Reading antitrust guidance upfront helps remind **everyone of the legal boundaries** and ward off potential activities that could be construed as anti-competitive.

By formally acknowledging antitrust rules at the start of meetings, we demonstrate a **good-faith effort to comply with the law**, which can be critical if activities are ever scrutinized by regulators like the FTC or DOJ.

Think of it like reading the safety instructions before takeoff—most of the time, everything goes smoothly, but it's essential to know the rules to avoid turbulence.

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CPESN USA Antitrust Statement

This meeting is for the specific purpose described in the agenda.

1. CPESN® meetings are conducted in accordance with the antitrust laws of the United States;
2. All participants should limit discussion to the topics set forth on the agenda and to the activities of the local network;
3. Participation in CPESN Networks is completely voluntary; and
4. Any questions or concerns about antitrust or any other legal matter should be directed to the meeting leader.

There should be no informal, secret, or "rump" meetings in which some or all attendees discuss business matters "off the record."

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Questions or concerns about these guidelines or about any CPESN meeting, discussion, or practice should be directed to CPESN USA, LLC's antitrust counsel, Katie Funk who may be reached by phone at 202-508-3492 or by email at kfunk@bakerdonelson.com.

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Confidentiality

There is a difference between the antitrust laws and contractual agreements to protect confidentiality.

- Antitrust laws protect competition and help ensure a competitive marketplace

Many payor contracts have confidentiality clauses in them – we don't want to be in breach of our contracts! Make sure you read these and understand what is/is not allowed or appropriate to be shared.

Each contract is different. It is generally okay to share:

- Types of opportunities (diabetes education program, med sync, health risk assessments)
- Things that are publicly known - published articles/data, press releases, etc.
- Things payors say are okay to share – review contracts

What to not say -

- "We are working with "X payor" and our pharmacies are performing clinical trial recruiting for diabetes patients, and it's based at these clinical recruitment sites"

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CPESN CIN

CPESN USA was born and bred to be clinically integrated as a provider-run network of local CPESN Networks. And how do we prove that?

We make sure we are aligned with the indicia:

- >50% of expenditures are devoted to quality assurance, quality improvement and best practices dissemination
- Standards are created and regularly updated:
  1. Minimum Service Set Standards
  2. Quality Assurance Standards
  3. Data Transmission Standards
  4. Technology Standards

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CPESN Minimum Service Set Standards (Open Door)

Comprehensive Medication Reviews

Medication Synchronization Program

Immunizations

Medication Reconciliation

Personal Medication Record

Face-to-Face Access

Pharmacy must be willing and capable to meet all CPESN Technology, Compliance, Quality Assurance Data Collection and Transmission Standards.

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CPESN Minimum Service Set Standards (Closed Door)

Same as open door except face-to-face access (CMR, medication synchronization, immunizations, medication reconciliation, provide personal medication record)

Pharmacy must have workforce member(s) that is locally available, employed by the pharmacy and is capable to deploy in the community to provide billable enhanced services

Use of mailing for delivery shall be limited to maximum of 10% of prescriptions filled via UPS, USPS, FedEx or similar. This does not include contracted courier services whereby workforce may be trained to execute trainings and other patient-related services

Pharmacy services no more than 10% of non-facility patients outside of 50-mile radius of registered pharmacy location. A waiver may be applicable in circumstances where a pharmacy is serving a population in rural areas.

Pharmacy must be willing and capable to meet all CPESN Technology, Compliance, Quality Assurance Data Collection and Transmission Standards.

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Quality Assurance Standard

CINs continuously track clinical performance indicators and compare them against internal goals or national benchmarks. CPESN bases their Quality Assurance Standard off the list of Quality Based Metrics approved by the Quality Committee.

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CPESN List of Quality-Based Metrics

(As of October 2025)

Pharmacies must meet at least one of the Quality-Based Metric Sets to be in compliance with the CPESN Quality Assurance Standard.

- The Metric Set titled "*Care Planning and Electronic Transmission*," a pharmacy must meet **one** of the two measures.
- The Metric Set titled "*Practice Transformation and Services Performance*," a pharmacy must meet **two** measures of the nine measures..

Quality-Based Metric Set – *Care Planning and Electronic Transmission*

Number of Measures Needed to Meet this Set – One

Measure 1: 10 eCare Plans created and transmitted to CPESN successfully per quarter.
Measure 2: Good standing in at least one active CPESN payer program within the measurement year that does involve eCare Plans as determined by the Managing Network Facilitator.

Quality-Based Metric Set – *Practice Transformation and Services Performance*

Number of Measures Needed to Meet this Set – Two

Measure 1: Good standing in a CPESN payer program that does **not** involve eCare Plans as determined by the Managing Network Facilitator.
Measure 2: FtP Involvement within the past 2 years and attestation by the Managing Network Facilitator.
Measure 3: Participation for the regular offerings by at least one pharmacy staff member for CPESN approved practice transformation webinars.
Measure 4: Comprehensive Medication Review (CMR) Completion Rate is at a 5-star measurement for PDP plans as defined by CMS.
Measure 5: More than 0 eCare plans but less than 10 eCare Plans in a quarter.
Measure 6: Attestation that pharmacy is transforming as determined by the Managing Network Facilitator.
Measure 7: Affiliated with a Special Purpose Program/Network and active involvement as determined by the Managing Network Facilitator.
Measure 8: Pharmacy is a site for CPESN / NCPA Innovation Center Fellowship or other community-based pharmacy residency or fellowship.
Measure 9: CPESN Community Connected Standards attestation completed with verification of quality from the CPESN Lead for CPESN Community Connected.

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Data Transmission and Technology Standards

Pharmacies must be submitting eCare Plans within 6 months of joining CPESN.

*More CPESN technology and data information is discussed in CIN training Part 3

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So, what can I say?

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Information Sharing Based on CIN Status

Criteria	Anyone without CIN training (Non-CPESN Pharmacy, non-CPESN Leader, audience for a presentation at a meeting)	CPESN Pharmacy or Leader who has completed CIN Training
Payer Name	No, payer name cannot be shared in any circumstance unless there is official communication stating approval. Safe answer is not appropriate to share.	Yes
Pharmacy Reimbursement	No, exact reimbursement cannot be shared. Recommend sharing a range or publicly available rates. Service performed can be shared.	Yes
Payer Type	Yes, payer type can be shared but without payer name (e.g., Medicaid MCO, Medicare plan, DSNP)	Yes
Success Data Sharing	Public-facing data can be shared	Yes

CPESN

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Cases:

How much can you disclose to non-participating pharmacies?

Going back to the confidentiality slide, differentiate between confidentiality and antitrust –

- Antitrust: not sharing rates/info that could cause you to collectively bargain
- Confidentiality: be more general with types of opportunities and/or statements that have been publicized, but not specifics until in the CIN.

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Cases:

What can you talk about on calls where you read antitrust?

- Rates, terms, and conditions CAN be discussed if it is only CIN members in attendance as it relates to a service-based contract
- Anything confidential – health plan names, details of services, etc.

Even if antitrust is read, participants still cannot discuss PHI or show on the screen

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Cases:

Scenario: A health plan invites non-CIN pharmacy representatives' to a proposal meeting

A health plan is engaged with a local CPESN network and the local network sent over a proposal to the plan following antitrust and confidentiality rules. The health plan invited an association group to participate knowing they also had independent pharmacy members.

Because there are rate discussions going to be occurring, only people under the CIN may participate. It is recognized that oftentimes leaders wear multiple hats – need to make sure in these conversations, things are being shared appropriately as representing certain groups.

KEY: Rate discussions = Must be in the CIN!

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Cases:

How to handle scenarios when the leader or others share info they shouldn't have on the call:

- As an MNF, workforce member, staff, etc. you can always intervene saying that based on the antitrust statement read at the beginning of the call or because of the participants on this call, this discussion should not continue due to antitrust reasons
- If something is said before you can intervene, you can remind participants that what was disclosed violates antitrust and need to move to another topic/reframe
- If someone is a repeat offender/problematic anyone can always reach out to Katie/CPESN Legal Counsel directly

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Antitrust and CIN Policies

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