

**MEETING OF THE BOARD OF DIRECTORS**  
**Retreat and Meeting**  
**January 27 - 28, 2017**  
**4:00 pm**

The Board of Directors of Vaya Health held a regular meeting and retreat beginning on Friday, January 27, 2017 at the Biltmore DoubleTree Hotel, 115 Hendersonville Road, Asheville, NC.

**Members Attending**

Nancy Baker  
Ronnie Beale  
Jack Cahn  
Carolyn Coward  
Ira Dove  
Rick French  
Judy Johannsen  
Billy Kennedy  
Michael Lavender  
Pat McGinnis

**Members Unable to Attend**

Joyce Edwards  
Jeff Heck  
Marche Pittman  
Judy Poe  
Mandy Stone  
Jeanne Duncan

**Voting by Proxy**

Joyce Edwards  
Jeff Heck  
Judy Poe  
Mandy Stone

Also attending the Board of Directors meeting: Brian Ingraham, Chief Executive Officer; Christina Carter, Chief Operating Officer; Tracy Hayes, General Counsel and Chief Compliance Officer; J.K. Coward, Board Attorney; Jennifer Ternay, Acting Chief Financial Officer; Craig Martin, Chief Medical Officer; Lanier Cansler, Cansler Collaborative Resources; Jill Knight, Clerk to the Board, and members of the public.

- A. **Call to Order and Roll Call:** Mr. Rick French, Board Chair, welcomed the attendees to the January 27-28, 2017 Board of Directors retreat and meeting and stated a quorum is present. Mr. French called the meeting to order at 4:15 pm.
- B. **Public Comment:** Mr. Jerry Rice addressed the Board and expressed concern regarding inadequate resources for opioid treatment, and stated Vaya Health has unexpended funds it should be using on services. Mr. Rice also stated he objects to the Board conducting more closed sessions in its Board meetings.

Ms. Nancy Baker addressed the Board and stated that Vaya Health's Southern Region CFAC has developed a booklet which provides biographies of each member.

Ms. Angela McMinn addressed the Board and stated she is the parent of an individual with substance use issues and requested assistance regarding this matter.

- C. **Review and Approval of Agenda and Prior Meeting Minutes:** Mr. Billy Kennedy made a motion the agenda and December 1, 2016 minutes be approved as presented. Dr. Jack Cahn seconded the motion. The motion was unanimously approved.
- D. **New Board Member Confirmation and Swearing-In:** Mr. French conducted the swearing-in of Mr. Steve Smith, a new Board member who fills the position of "individual with health care experience in fields of MH/SA/IDD". Mr. Smith currently serves as the Public Health Director of Henderson County, and has served as Henderson County's representative on the County Commissioner Advisory Board. Mr. Smith's term will expire in December 2018.
- E. **Conflict of Interest:** Ms. Tracy Hayes, General Counsel and Chief Compliance Officer, requested Board members identify any new, actual or potential conflicts of interest which may have arisen since completing the Conflict of Interest Disclosure Form. Ms. Hayes stated Mr. Ronnie Beale had previously disclosed a family member is employed by the Department of Health and Human Services. After investigation, Ms. Hayes and Mr. Jay Coward, Board Attorney, determined this relationship does not pose a conflict. Mr. Billy Kennedy then stated he currently serves on the Board of Directors of Watauga Medical Center. By consensus, the Board of Directors requested Ms. Hayes and Mr. Coward to review the matter and report back to the Board.
- F. **Report of the Chief Executive Officer:** Mr. Brian Ingraham, Chief Executive Officer, introduced Mr. Don Briggs, Vaya Health's new Senior Director of Human Resources, and Ms. Jennifer Ternay, Acting Chief Financial Officer. The Board welcomed Mr. Briggs and Ms. Ternay to the organization.
- G. **Report of the Chair:** Mr. Rick French, Board Chair, stated the Board currently has the following vacancies: (a) administrator of a hospital providing MH/SA/IDD services (b) individual with insurance expertise (c) member who represents the general public as appointed by the Secretary of DHHS and (d) additional member-criteria or classification unspecified by statute.
- H. **Report of the Acting Chief Financial Officer:** Ms. Jennifer Ternay, Acting Chief Financial Officer, stated there has been a decrease in available cash due to a decline in IBNR (incurred but not reported) and use of cash toward accounts payable. In addition, there has been an

increase in receivables from the State which causes a decrease in cash. Ms. Ternay stated that overall, Vaya Health is operating close to the projected budget on anticipated expenditures; however, Vaya Health has a \$2.7 million loss to date due to single-stream replacement. Ms. Ternay stated the following requirements have been met: (1) Vaya's medical loss ratio exceeds the required 85%, (2) current ratio of assets over liabilities exceeds the requirement of 2:1 and (3) the number of days of cash on hand exceeds the requirement. Ms. Ternay stated the Finance Committee will review the financial reports in detail at its next meeting on February 23<sup>rd</sup>.

- I. **Consumer and Family Advisory Committee Report:** Ms. Pat McGinnis, CFAC Chair, stated the regional CFAC committees met in December and January, and the agenda included updates regarding Vaya's Community Reinvestment initiatives, an overview of the Vaya Total Care project and updates regarding Vaya's cross-functional teams and committee. Ms. McGinnis then reported on the recent State CFAC meeting held in Raleigh at which members received information regarding statutory requirements of CFAC, public meetings, and addressed the issue of broadening inclusiveness in CFAC as a whole.
- J. **Provider Advisory Council Report:** Ms. Jeanne Duncan, Provider Advisory Council President, was unable to attend the meeting, and Ms. Christina Carter, Chief Operating Officer, provided the following report. The Provider Advisory Council (PAC) is currently revising their Bylaws, and the PAC has established an IDD Subcommittee in order to address needs identified in Vaya Health's Gaps Analysis regarding IDD services.
- K. **Opioid Epidemic: Data and Strategies:** Dr. Craig Martin, Chief Medical Officer, and Mr. Ingraham presented a detailed PowerPoint presentation regarding the opioid epidemic. The Board discussed the data and reviewed Vaya Health's strategies to address this epidemic. Strategies include funding for supplies of naloxone, a drug which counteracts opioid overdoses, and strengthening Vaya Health's Provider Network. In addition, Vaya Health, with other health and community organizations, has formed the Western NC Substance Use Alliance, which addresses expanding medication assisted treatment, enhancing substance use treatment for pregnant women, crisis services for adults, and prevention services and treatment for children and adolescents.
- L. **Closed Session pursuant to N.C. Gen. Stat. § 143-318.11(a)(1) in order to prevent the disclosure of competitive health care information that is privileged or confidential pursuant to N.C. Gen. Stat. § 122C-126.1, or not considered a public record within the meaning of Chapter 132 of the General Statutes; or to consult with attorneys pursuant to N.C. Gen. Stat. § 143-318.11(a)(3).**

Mr. Ronnie Beale made a motion the Board of Directors enter into closed session. Mr. Michael Lavender seconded the motion. The motion was unanimously approved. The Board entered into closed session at 6:16 pm.

Mr. Billy Kennedy made a motion the Board of Directors resume open session. Mr. Ronnie Beale seconded the motion. The Board resumed open session at 9:37 pm.

M. **Consent Agenda:** No items presented.

N. **Other Business:** No additional items presented.

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The Board of Directors of Vaya Health continued its retreat on January 28, 2017 at the Biltmore DoubleTree Hotel, 115 Hendersonville Road, Asheville, NC.

**Members Attending**

Nancy Baker  
Ronnie Beale  
Jack Cahn  
Carolyn Coward  
Ira Dove  
Rick French  
Judy Johannsen  
Billy Kennedy  
Michael Lavender  
Pat McGinnis  
Jeanne Duncan

**Members Unable to Attend**

Joyce Edwards  
Jeff Heck  
Marche Pittman  
Judy Poe  
Mandy Stone

**Voting by Proxy**

Joyce Edwards  
Jeff Heck  
Judy Poe  
Mandy Stone

Also attending on Saturday, January 28, 2017: Brian Ingraham, Chief Executive Officer; Christina Carter, Chief Operating Officer; Tracy Hayes, General Counsel and Chief Compliance Officer; J.K. Coward, Board Attorney; Jennifer Ternay, Acting Chief Financial Officer; Craig Martin, Chief Medical Officer; Lanier Cansler, Cansler Collaborative Resources; Jill Knight, Clerk to the Board, and members of the public.

A. **Welcome:** Mr. Rick French, Board Chair, welcomed the attendees to the January 28, 2017 Board of Directors Retreat. The members reviewed the agenda.

**B. Annual Board Training Required by N.C.G.S. § 122C-119.1:**

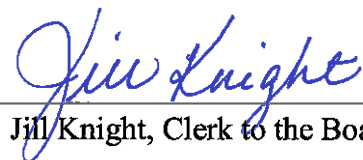
- 1. Fiscal Management, Budget Development, and Fiscal Accountability:** Ms. Jennifer Ternay, Acting Chief Financial Officer, conducted the required annual financial training for the Board of Directors through a detailed presentation. The Board discussed the questions and comments regarding the information.
- 2. 2017 Compliance & Privacy Refresher and Board Member Responsibilities:** Ms. Tracy Hayes, General Counsel and Chief Compliance Officer, conducted the required annual training of Board member responsibilities through a detailed presentation. The Board discussed the questions and comments regarding the information.

**C. Closed Session pursuant to N.C. Gen. Stat. § 143-318.11(a)(1) in order to prevent the disclosure of competitive health care information that is privileged or confidential pursuant to N.C. Gen. Stat. § 122C-126.1, or not considered a public record within the meaning of Chapter 132 of the General Statutes; or to consult with attorneys pursuant to N.C. Gen. Stat. § 143-318.11(a)(3).**

Mr. Michael Lavender made a motion the Board of Directors enter into closed session. Mr. Ronnie Beale seconded the motion. The motion was unanimously approved. The Board entered into closed session at 10:28 am.

Mr. Billy Kennedy made a motion the Board of Directors resume open session. Mr. Michael Lavender seconded the motion. The Board resumed open session at 12:15 pm.

**D. Adjournment:** Mr. Billy Kennedy made a motion the Board of Directors meeting adjourn. Dr. Jack Cahn seconded the motion. The motion was unanimously approved. The Board adjourned at 12:16 pm.



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Jill Knight, Clerk to the Board