

**MEETING MINUTES**  
**January 25, 2019**

*The Board of Directors of Vaya Health held a regular meeting at 4:00 pm on Friday, January 25, 2019 at the DoubleTree by Hilton at 115 Hendersonville Road, Asheville, NC 28803.*

<b>In Attendance:</b>	<b>Attending:</b>	<b>Apologies:</b>
<i>Billy Kennedy</i>	X	
<i>Gary Blevins</i>	X	
<i>Ira Dove</i>	X	
<i>Jeanne Duncan</i>		X
<i>Dr. Jack Cahn</i>	X	
<i>Dr. Jeff Heck</i>	X	
<i>Jim Holland</i>	X	
<i>Rick Bunio</i>	X	
<i>Marche Pittman</i>		X
<i>Michael Lavender</i>	X	
<i>Mike Norris</i>	X	
<i>Nancy Baker</i>	X	
<i>Pat McGinnis</i>	X	
<i>Rick French (Chair)</i>	X	
<i>Ronnie Beale</i>	X	
<i>Steve Smith</i>		X

**Also attending the Board of Directors meeting:**

*Brian Ingraham, Chief Executive Officer; Clark Phillip, Chief Finance Officer; Christina Dupuch, Chief Community Operations Officer; Robert Webb, Chief Information Officer; Rhonda Cox, Chief of Population Health; Jay Coward, Board Attorney; Brooklyn Whiteside, Executive Legal Assistant & Clerk to the Board; Christina Rose Carter, Legal Assistant; Mikhail Korolchuk, MIS Support Specialist; Yvonne French, DHHS; Patrick Betancourt, Macon County; Page Lemel, Transylvania County; Kevin King, Swain County.*

**A. Call to Order and Roll Call:**

Mr. Rick French, Chair, called the meeting to order at 4:06 pm.

**B. Review and Approval of January 25, 2019 Agenda and November 29, 2018 Meeting Minutes:**

Dr. Jack Cahn made a motion to approve the January 25, 2019 agenda and November 29, 2018 meeting minutes, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

**C. Public Comment:**

No members from the public attended the January 25, 2019 Board Meeting.

**D. Report of the Chair – Rick French**

1. Mr. Rick French provided a review of the 2019 Bylaws and proposed changes, including the additional of one at-large seat. Mr. Mike Norris made a motion to approve the additional seat on the Board. Mr. Ronnie Beale seconded. Motion unanimously approved.
2. Mr. Rick French provided the Board with a Nominating committee report and introduced the nominees for the vacant seats. Nominees include; Page Lemel, Transylvania County; Patrick Betancourt, Macon County; Connie Orr, Graham County; Kevin King, Swain County; Gayle Woody, Jackson County; Ashley Wooten, McDowell County; Will Wakefield, Caldwell County; and Bobby Irwin, Alleghany County. Seats that are currently vacant include; three at-large, one Department of Social Services, and one secretary appointed position.

**E. Report of the Consumer & Family Advisory Committee:**

Ms. Pat McGinnis provided an update on the recent activity of the Consumer and Family Advisory Committee. New member recruitment is continuing in all regions.

**F. Report of the Chief Financial Officer – Clark Phillip:**

Mr. Clark Phillip reviewed the Comparative Balance Sheet and budget revision number four. Mr. Michael Lavender made a motion to approve both the balance sheet and budget revision, as presented. Mr. Billy Kennedy seconded.

Motion unanimously approved.

**G. Vaya Health Gaps Analysis Presentation – Tommy Duncan:**

Mr. Tommy Duncan, Business and Special Projects Manager with the Provider Network Operations Department at Vaya Health, presented the Annual Vaya Health Gaps Analysis and answered questions from the Board. Copies of the analysis were provided to members.

**H. Report of the Chief Executive Officer – Brian Ingraham:**

Mr. Brian Ingraham provided updates on recent DHHS and legislative activity and an overview of Vaya's expectations, challenges and opportunities in 2019.

**I. 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; to consult with attorneys pursuant to N.C. Gen. Stat. § 143-318.11(a)(3); or to consider the qualifications, competence, performance, character, fitness, or conditions of appointment, of an individual public officer or employee pursuant to N.C. Gen. Stat. §143-318.11(a)(6).**

Mr. Ronnie Beale motioned for the Board to enter closed session, Mr. Billy Kennedy seconded.

Motion unanimously approved.

The Board entered closed session at 6:55 pm.

Mr. Ronnie Beale motioned to resume open session, Mr. Gary Blevins seconded.

Motion unanimously approved.

Board resumed open session at 8:49 pm.

J. **Board Vacancy Nominations:**

Board members voted on new member nominees for the vacant seats and will receive an update on nominations on Saturday, January 26, 2019 at the Annual Board Retreat.

K. **Other Business:**

No other business noted.

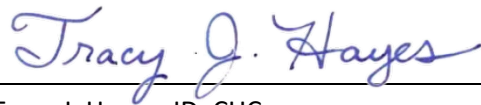
L. **Adjournment:**

Mr. Ronnie Beale made a motion to adjourn. Mr. Mike Norris seconded.

Motion unanimously approved.

Meeting adjourned at 8:51 pm.

\*The Board Retreat resumed on Saturday, January 26, 2019 at the DoubleTree by Hilton in Asheville, NC.



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Tracy J. Hayes, JD, CHC

General Counsel and Chief Compliance Officer