

MEETING MINUTES
March 28, 2019

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, March 28, 2019 at 200 Ridgefield Court, Suite 206, Asheville, NC.

<i>In Attendance:</i>	<i>Attending:</i>	<i>Apologies:</i>
<i>Billy Kennedy</i>	<i>X(proxy Jack Cahn)</i>	
<i>Gary Blevins</i>	<i>X(proxy @ 5:30 Rick French)</i>	
<i>Ira Dove</i>	<i>X</i>	
<i>Jeanne Duncan</i>	<i>X</i>	
<i>Dr. Jack Cahn</i>	<i>X</i>	
<i>Dr. Jeff Heck</i>		<i>X</i>
<i>Jim Holland</i>	<i>X</i>	
<i>Rick Bunio</i>	<i>X</i>	
<i>Marche Pittman</i>		<i>X</i>
<i>Mike Norris</i>	<i>X(by phone)</i>	
<i>Nancy Baker</i>	<i>X</i>	
<i>Pat McGinnis</i>	<i>X</i>	
<i>Rick French (Chair)</i>	<i>X</i>	
<i>Ronnie Beale</i>	<i>X(proxy Rick French)</i>	
<i>Steve Smith</i>	<i>X</i>	
<i>Patrick Betancourt</i>	<i>X</i>	
<i>Connie Orr</i>	<i>X</i>	
<i>Will Wakefield</i>	<i>X(by phone)</i>	
<i>Ashely Wurth Bare</i>	<i>X</i>	
<i>Ashley Wooten</i>	<i>X</i>	
<i>Kevin King</i>	<i>X(by phone)</i>	
<i>Page Lemel</i>	<i>X</i>	

Also attending the Board of Directors meeting:

Brian Ingraham, Chief Executive Officer; Clark Phillip, Chief Finance Officer; Christina Dupuch, Chief Community Operations Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Robert Webb, Chief Information Officer; Jay Coward, Board Attorney; Christina Rose Carter, Legal Assistant & Clerk to the Board; Mickie Hilbert, MIS Coordinator; Mikhail Korolchuk, MIS Support Specialist; Yvonne French, DHHS Liaison; and three members of the public.

A. Call to Order and Roll Call:

Mr. Rick French, Chairman of the Board, called the meeting to order at 4:37 p.m.

B. Review and Approval of March 28, 2019 Agenda and January 3, 25 and 26, 2019 Meeting Minutes:

Mr. Mike Norris made a motion to approve the March 28, 2019 Board of Directors agenda and January 3, 25 and 26, 2019 meeting minutes, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

C. Public Comment:

Three members from the public attended the March 28, 2019 Board Meeting. One member from the public Ms. Mary Short, addressed the Board of Directors during public comment.

D. Conflict of Interest Disclosure

Ms. Tracy Hayes opened the floor for any disclosures of conflicts of interest. There were no conflicts of interest reported.

E. Board Portal Electronic Access

Mr. Robert Webb demonstrated the Board of Directors portal electronic access capability through the Vaya provided I-Pads.

F. Report of the Chair – Rick French

Mr. Rick French's Report of the Chair included the following items:

1. An award ceremony was held for former board member Mr. Michael Lavender recognizing his dedicated public service for over thirty years.
2. Swearing in of the new board members including: Patrick Betancourt, Will Wakefield, Ashley Wooten, Ashley Wurth Bare, Connie Orr, Page Lemel and Kevin King.
3. Proposed nominations for North Carolina Association of County Commissioners LME/MCO Workgroup Chair and Vice Chair Appointments. Commissioner Ronnie Beale nominated as Chairman, and Commissioner Connie Orr nominated as Vice Chair. Mr. Patrick Betancourt made a motion for the board to nominate Commissioners Beale and Orr as proposed. Dr. Jack Cahn seconded the motion.
Motion unanimously approved.
4. Board membership update, Dr. Rick Bunio will be stepping down from the Board of Directors; a hospital representative will be required for appointment.

G. Report of the Chief Executive Officer – Brian Ingraham:

1. Letter from Ms. Dorothy "Dot" Crawford, expressing her gratitude by way of hand-written letter sent to Mr. Brian Ingraham for the honor bestowed through the Board Room dedication and plaque received.
2. Legislative and DHHS updates including a brief summary of Senate Bill 361 covering Medicaid Expansion, and Standard Plan roll out and how it is impacting rate calculations, and a solvency calculation update.

H. 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).

Ms. Nancy Baker made a motion for the Board of Directors to enter closed session. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 5:30 pm.

Dr. Jack Cahn made a motion for the Board of Directors to resume open session. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

Board resumed open session at 6:08 pm.

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

Mr. Clark Phillip reviewed the Financial Dashboards and Reports presented during the Finance Committee. Ms. Nancy Baker made a motion to approve the dashboards and reports, as presented. Ms. Ashley Wurth Bare seconded the motion.

Motion unanimously approved.

Mr. Clark Phillip reviewed proposed budget revision number five as presented during the Finance Committee. Mr. Steve Smith made a motion to approve budget revision number five, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

J. **Report of the Regulatory Compliance and Quality Committee:**

Dr. Jack Cahn reviewed the reports presented to the Regulatory Compliance and Quality Committee, with a focus on supermeasures and target points identified throughout the Transitions to Community Living and Core Performance Measures presentations. Quarterly reports included Access to Care, Grievances/Complaints, Member Appeals, and IDD Dashboards.

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

Ms. Pat McGinnis provided an update on the recent activity of the Consumer and Family Advisory Committee, including upcoming training events and CFAC meetings scheduled. Ms. McGinnis also introduced CFAC representative Ashley Wurth Bare to the board of directors, as a new member representing individuals in need of substance use services.

L. **Provider Advisory Council:**

There was no update from the Provider Advisory Council during March 28, 2019 Board of Directors meeting.

M. **Other Business:**

Mr. Rick French presented the March 28, 2019 Narcan Sole-Source Purchasing Resolution for board approval. Mr. Steve Smith made a motion to approve the March 28, 2019 Narcan Resolution. Dr. Jack Cahn seconded the motion.

Motion unanimously approved.

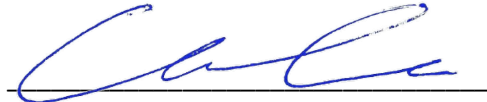
Mr. Rick French presented the new Board Member Information Profile to the board members for updating the member personnel files.

N. **Adjournment:**

Ms. Pat McGinnis made a motion to adjourn. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:36 pm.



Christina Rose Carter,
Legal Assistant and Clerk to the Board