

MEETING MINUTES

August 22, 2019

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, August 22, 2019 at 200 Ridgefield Court, Suite 206, Asheville, NC.

<i>In Attendance:</i>	<i>Attending:</i>	<i>Apologies:</i>
<i>Billy Kennedy</i>	X	
<i>Gary Blevins</i>	X(Left at 5:00pm, Proxy: Rick French)	
<i>Ira Dove</i>	X	
<i>Jeanne Duncan</i>	X	
<i>Dr. Jack Cahn</i>	X(Proxy: Billy Kennedy)	
<i>Dr. Jeff Heck</i>	X	
<i>Marche Pittman</i>		X
<i>Mike Norris</i>	X(Proxy: Gary Blevins)	
<i>Nancy Baker</i>	X	
<i>Pat McGinnis</i>	X	
<i>Rick French (Chair)</i>	X	
<i>Ronnie Beale</i>	X(Proxy: Rick French)	
<i>Steve Smith</i>	X(by phone)	
<i>Patrick Betancourt</i>	X	
<i>Connie Orr</i>		X
<i>Will Wakefield</i>	X	
<i>Ashely Wurth Bare</i>	X(Proxy: Billy Kennedy)	
<i>Ashley Wooten</i>	X(Proxy: Rick French)	
<i>Kevin King</i>		X
<i>Page Lemel</i>	X(proxy Rick French)	

Also attending the August 22, 2019 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; Craig Martin, Chief Medical Officer; Rhonda Cox, Chief Population Health Officer; Robert Webb, Chief Information Officer; Yvonne French, DHHS Liaison; J.K. Coward, Board Attorney; Rick Bunio, Cherokee Hospital; D.K. Wesley, Buncombe County Assistant County Manager; Melissa Brown, Executive Assistant to CEO and GC/CCO; Christina Rose Carter, Executive Legal Assistant & Clerk to the Board.

A. Call to Order and Roll Call:

Mr. Rick French, Chairman of the Board, called the meeting to order at 4:36 p.m.

B. Review and Approval of August 22, 2019 Agenda, June 27, 2019 and July 12, 2019 Meeting Minutes:

Ms. Nancy Baker made a motion to approve the August 22, 2019 Board of Directors agenda, June 27, 2019 and July 12, 2019 meeting minutes. Ms. Jeanne Duncan seconded the motion.

Motion unanimously approved.

C. Public Comment:

No members from the public attended the August 22, 2019 Board Meeting.

D. Conflict of Interest Disclosure

There were no conflict of interests disclosed during the August 22, 2019 meeting.

E. 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 board member Dr. Rick Bunio recognizing his dedicated public service.
2. Board Member nomination to fill vacant at-large seat.

Mr. Gary Blevins motioned to appoint Dakisha "DK" Wesley, Assistant Buncombe County Manager, to the Vaya Health Board of Directors. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

Mr. Rick French conducted the swearing in of Ms. Dakisha "D.K." Wesley to the Vaya Health Board of Directors. Ms. Wesley addressed the Vaya Health Board of Directors and provided a brief history of her experience.

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

Mr. Brian Ingraham's Report of the CEO included the following items:

1. Legislative and DHHS updates including a brief summary of House, Senate and State Budgets; Single Stream Cuts; and budget reductions. Ms. Christina Dupuch addressed the board members regarding the community support that is needed and how the Community Relations team is working actively to engage County Managers and Commissioners. Ms. Jeanne Duncan, PAC President, addressed the board and discussed how single stream funding cuts are being seen in the community. Mr. Ingraham presented to the board a Stop Single Stream Funding Cuts Resolution that can be passed by CFAC, County Commissioner Boards, and Vaya Health's Board of Directors.

G. 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. Patrick Betancourt made a motion for the Board of Directors to enter closed session. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 5:21 pm.

Mr. Billy Kennedy made a motion for the Board of Directors to resume open session. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Board resumed open session at 6:12 pm.

Based on Executive Committee recommendation, Mr. Rick French motioned to approve the Chief Executive Officer contract as presented. Mr. Patrick Betancourt seconded the motion.

Motion unanimously approved.

H. Report of the Chief Financial Officer – Clark Phillip:

Mr. Clark Phillip reviewed June 2019 Financial Dashboards and Reports, FY2020 proposed budget revision No.1, and Independent Financial Auditor recommendation by the Finance Committee.

Mr. Ira Dove made a motion to approve the June 2019 Financial Dashboards and Reports and FY2020 proposed budget revision No.1, as presented; and to appoint Clifton Larson Allen as Vaya Health's Independent Financial Auditor for FY 2018-2019. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

I. Report of the Regulatory Compliance and Quality Committee:

Mr. Billy Kennedy updated the Board on all reports presented during the Regulatory Compliance and Quality Committee meeting. Vaya Health has the highest penetration rate among all of the NC LME/MCOs. Mr. Billy Kennedy highlighted an access to care quality improvement activity and informed the Board that Vaya Health is the first NC LME/MCO to begin working with Probation Officers to potentially reduce missed appointments following a release from incarceration. Mr. Billy Kennedy updated the Board on several items contained in the Office of Communication Quarterly report and Annual Human Resources report and encouraged the board to review the material provided from the meeting.

J. Report of the Consumer & Family Advisory Committee:

Ms. Pat McGinnis provided an update on recent activity of the Consumer and Family Advisory Committee including engagement and advocacy efforts. Ms. Pat McGinnis reported the Western Region feels they have a strong working relationship with Vaya Health. Currently there is a recruitment initiative ongoing and several applications have been received. Annual Retreat will take place in October in Blowing Rock, NC and all Vaya Health Board Members are invited to participate.

K. Report of the Provider Advisory Council:

Ms. Jeanne Duncan addressed the board earlier in the evening during the Report of the CEO.

L. Other Business:

Ms. Tracy Hayes presented the August 22, 2019 Stop Single Stream Funding Cuts Resolution for board approval.

Mr. Ira Dove made a motion to approve the August 22, 2019 Stop Single Stream Funding Cuts Resolution, as presented. Mr. Steve Smith seconded the motion.

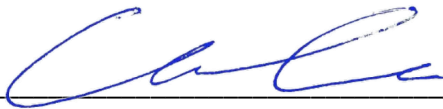
Motion unanimously approved.

M. Adjournment:

Mr. Ira Dove made a motion to adjourn. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:35 pm.



Christina Rose Carter,
Executive Legal Assistant and Clerk to the Board