

MEETING MINUTES
October 24, 2019

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, October 24, 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(Left at 5:30pm, Proxy: 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>Marche Pittman</i>	<i>X(by phone)</i>	
<i>Mike Norris</i>	<i>X</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</i>	
<i>Steve Smith</i>		<i>X</i>
<i>Patrick Betancourt</i>	<i>X</i>	
<i>Connie Orr</i>	<i>X(Joined at 5:00pm)</i>	
<i>Will Wakefield</i>	<i>X</i>	
<i>Ashely Wurth Bare</i>	<i>X(by phone)</i>	
<i>Ashley Wooten</i>	<i>X</i>	
<i>Kevin King</i>		<i>X</i>
<i>Page Lemel</i>		<i>X</i>
<i>Dakisha "D.K." Wesley</i>	<i>X(by phone)</i>	

Also attending the October 24, 2019 Board of Directors meeting:

Brian Ingraham, Chief Executive Officer; Jennifer Ternay, Acting 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; Yvonne French, DHHS Liaison; J.K. Coward, Board Attorney; Emily Montoya, Coward, Hicks & Siler, PA; Jeremy Hicks, CliftonLarsonAllen LLP; Rachel Webster, CliftonLarsonAllen LLP; Sabrina Rockoff, McGuire, Wood & Bisette, PA; Patrick McCoy, Human Resources Director; Melissa Isaacs, Deputy Director Finance; 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 October 24, 2019 Agenda, and August 22, 2019 Meeting Minutes:

Dr. Jack Cahn made a motion to approve the October 24, 2019 Board of Directors agenda and August 22, 2019 meeting minutes. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

C. Public Comment:

No members from the public attended the October 24, 2019 Board Meeting.

D. Conflict of Interest Disclosure

There were no conflicts of interest disclosed during the October 24, 2019 meeting.

E. Report of the Chair – Rick French

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

1. Informed the board of directors committee nominations are desired for attritional membership for Executive, Finance, and Regulatory Compliance and Quality Committees.
2. Reminder to submit registration to the clerk for i2i conference attendance in December.

F. FY18-19 Independent Audit Report Presentation

Mr. Jeremy Hicks and Ms. Rachel Webster, Representatives with CliftonLarsonAllen LLP, presented a summary of the FY18-19 Independent Audit Report to the board.

Mr. Ira Dove made a motion to approve the FY18-19 Independent Audit Report as presented. Mr. Ronnie Beale seconded the motion.

Motion unanimously approved.

G. Report of the Provider Advisory Council:

Ms. Jeanne Duncan, updated the committee on current goals of the Provider Advisory Council, and advised that a bylaws subcommittee will be needed for required changes. PAC is reviewing what membership will look like in the future, and is working collaboratively with Vaya staff for education and training initiatives.

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) ; 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).

Ms. Nancy Baker made a motion for the Board of Directors to enter closed session. Mr. Ronnie Beale seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 5:00 pm.

Mr. Ronnie Beale made a motion for the Board of Directors to resume open session. Dr. Jack Cahn seconded the motion.

Motion unanimously approved.

Board resumed open session at 5:36 pm.

I. 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.
2. Ms. Christina Dupuch addressed the board of directors regarding the changes occurring in Community Relations in light of her retirement and leadership shift. Ms. Dupuch's last day will be December 13th, 2019.

J. Report of the Finance Committee and Financial Officer:

Ms. Melissa Isaacs reviewed August 2019 Financial Dashboards and Reports, FY2020 proposed budget revision No.2, and FY19-20 Independent Financial Auditor recommendation by the Finance Committee.

Mr. Ira Dove made a motion to approve the August 2019 Financial Dashboards and Reports, as presented. Mr. Patrick Betancourt seconded the motion.

Motion unanimously approved.

Ms. Nancy Baker made a motion to approve the proposed FY2020 budget revision No.2, as presented; Mr. Ira Dove seconded the motion.

Motion unanimously approved.

Board of Directors held a discussion regarding the appointment of CLA as financial auditor. Recommendation by Jennifer Ternay is to allow the principal to continue through FY2020.

Ms. Nancy Baker made a motion to approve appointment of Clifton Larson Allen as Vaya Health's Independent Financial Auditor for FY 2019-2020. Mr. Ira Dove made a motion to amend the motion to change the principal in FY2021. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

K. Report of the Regulatory Compliance and Quality Committee:

Dr. Jack Cahn updated the Board on all reports presented during the Regulatory Compliance and Quality Committee meeting. Vaya Health received no penalties for super measures based on the recent report from the state. Although Vaya did not meet one of the Access to Care performance measures, an exciting initiative is with the prisons to improve performance of missed appointments for individuals released from incarceration. The NCQA lookback period is from October 1st to April 1st with a desk review in April 2020.

L. 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. Annual retreat went very well, Mr. Rick French participated in-person, Mr. Brian Ingraham participated by phone. The recruitment plan is underway and potential prospects have been provided applications. Praise went to Mr. Brian Shuping and his work with CFAC.

M. Other Business:

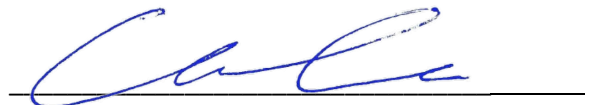
Ms. Nancy Baker asked about the 120-bed psych unit being built at Mission Health. Ms. Christina Dupuch advised to her knowledge this is still a prospect and is being talked about in the community.

N. Adjournment:

Mr. Mike Norris made a motion to adjourn. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:27 pm.



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