

**MEETING MINUTES**  
**December 12, 2019**

*The Board of Directors of Vaya Health conducted its regular meeting on Thursday, December 12, 2019 at 200 Ridgefield Court, Suite 206, Asheville, NC.*

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

***Also attending the December 12, 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; Rhonda Cox, Chief Population Health Officer; J.K. Coward, Board Attorney; Patrick McCoy, Human Resources Director; Melissa Isaacs, Deputy Director Finance; Ray Hemachandra, CFAC Representative; Allison Inman, Director, Office of Communications; and Christina Rose Carter, Executive Legal Assistant & Clerk to the Board.*

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

Mr. Gary Blevins, Vice Chairman of the Board, called the meeting to order at 4:33 p.m.

**B. Review and Approval of December 12, 2019 Agenda, and October 24, 2019 Meeting Minutes:**

Mr. Billy Kennedy made a motion to approve the December 12, 2019 Board of Directors agenda with one change requested made by Mr. Brian Ingraham “Culture Presentation be included during CEO report, and permanent sequence change that Provider Advisory Council Report occur prior to closed session”. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

Mr. Ira Dove made a motion to approve the Board of Directors October 24, 2019 meeting minutes. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

**C. Public Comment:**

No members from the public attended the December 12, 2019 Board Meeting.

**D. Conflict of Interest Disclosure**

One potential conflict of interest was disclosed by Dr. Jack Cahn. Dr. Cahn’s daughter was offered and accepted a position in the Member Services Department at Vaya Health. The Board must decide on Dr. Cahn’s continued Board Membership. The recommendation is for the Chair to request Dr. Cahn’s voluntary resignation due to this conflict and to recognize Dr. Cahn’s service at the annual retreat in January.

**E. Report of the Chair – Gary Blevins, Vice Chair**

Mr. Gary Blevins reported to the Board on behalf of Mr. Rick French. The report included presentation of the 2020 Board of Directors Meeting Schedule.

Ms. Nancy Baker made a motion to approve the Board of Directors 2020 Meeting Schedule as presented. Ms. Connie Orr seconded the motion.

Motion unanimously approved.

Mr. Blevins advised the Board of Directors it is time for board member renewals and vacant seat nominations. It was agreed by the Board to delay reappointments until the annual retreat in January 2020. Mr. Blevins led a recognition ceremony to honor Ms. Christina Dupuch and her dedicated service.

**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 Allocation Adjustment; Suspension of Standard Plan Roll-Out; and budget reductions.
2. Mr. Brian Ingraham and Mr. Patrick McCoy presented an update regarding the recent development in the organizational culture and employee engagement initiative.

Mr. Ira Dove made a motion for Vaya staff to draft a letter on behalf of the Board of Directors to send to DHHS expressing gratitude. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

**G. Report of the Provider Advisory Council:**

Ms. Jeanne Duncan updated the board on current strides of the Provider Advisory Council and advised that the subcommittee structure has been working. PAC will start meeting in the board room at Ridgefield and utilize a WebEx platform to allow electronic participation. Last month the council reviewed two portals, NCCARE360 and Atlas Shatterproof. Rollout for NCCARE360 continues in a few more counties in February, eventually it will be in all the counties. Atlas Shatterproof for individuals seeking treatment for substance use disorder and agencies providing care.

**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).**

Mr. Ira Dove 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 5:57 pm.

\_\_\_\_\_ made a motion for the Board of Directors to resume open session. \_\_\_\_\_ seconded the motion.

Motion unanimously approved.

Board resumed open session at \_\_\_\_\_ pm.

**I. Report of the Finance Committee and Finance Officer:**

Ms. Melissa Isaacs reviewed October 2019 Financial Dashboards and Reports, FY2020 proposed budget revision No.3, and FY19-20 Independent Financial Auditor recommendation by the Finance Committee.

Mr. Billy Kennedy made a motion to approve the October 2019 Financial Dashboards and Reports, as presented. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Mr. Ira Dove made a motion to approve the proposed FY2020 budget revision No.3, as presented; Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

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

Mr. Billy Kennedy updated the Board on 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, and Access to Care performance measures are showing improvement regarding discharge and probation. Vaya Health maintains the highest penetration rate in the state; and the Office of Communications report demonstrates a high social media presence working toward breaking the stigma of mental health.

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

Ms. Pat McGinnis updated the Board on recent activity of the Consumer and Family Advisory Committee including a positive meeting recently in Lenoir where Mr. Jesse Smathers was in attendance. Ms. McGinnis reported a new CFAC member who has an infant with an IDD, the committee is very excited to be a part of her growing support network. Ms. McGinnis and Ms. Baker reported the i2i Conference in Pinehurst went well, all of the CFAC members that requested to go in their region were supported by Vaya Health, and truly appreciate Vaya's Sponsorship of Kevin Hines' presentation. Ms. McGinnis also shared Vaya Health's Community Relations Department is working with Alexander County to show The Ripple Effect to the community.

**L. Other Business:**

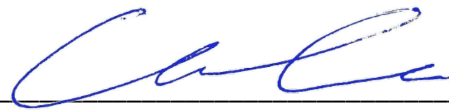
There was no other business discussed.

**M. Adjournment:**

Mr. Ira Dove made a motion to adjourn. Ms. Connie Orr seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:48 pm.



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