

**MEETING MINUTES**  
**March 26, 2020**

*The Board of Directors of Vaya Health conducted its regular meeting on Thursday, March 26, 2020 via electronic communication only (real-time two-way audio and/or visual communication, i.e. telephone and webex) in accordance with Executive Orders issued by N.C. Governor Roy Cooper in response to the COVID-19 pandemic.*

<b><i>In Attendance:</i></b>	<b><i>Attending:</i></b>	<b><i>Apologies:</i></b>
<i>Billy Kennedy</i>	<i>X (by phone)</i>	
<i>Gary Blevins</i>	<i>X (by phone)</i>	
<i>Ira Dove</i>	<i>X (by phone)</i>	
<i>Jeanne Duncan</i>	<i>X (by phone)</i>	
<i>Josh Kennedy</i>	<i>X (by phone)</i>	
<i>Dr. Jeff Heck</i>	<i>X (by phone)</i>	
<i>Mark Evans</i>	<i>X (by phone)</i>	
<i>Mike Norris</i>	<i>X (by phone)</i>	
<i>Nancy Baker</i>	<i>X (by phone)</i>	
<i>Pat McGinnis</i>	<i>X (by phone)</i>	
<i>Rick French (Chair)</i>	<i>X (by phone)</i>	
<i>Ronnie Beale</i>		<i>X</i>
<i>Steve Smith</i>	<i>X (proxy to Ira Dove)</i>	
<i>Patrick Betancourt</i>	<i>X (proxy to Josh Kennedy)</i>	
<i>Connie Orr</i>	<i>X (by phone)</i>	
<i>Will Wakefield</i>		<i>X</i>
<i>Ashley Wooten</i>	<i>X (by phone)</i>	
<i>Kevin King</i>	<i>X (proxy to Rick French)</i>	
<i>Page Lemel</i>	<i>X (by phone)</i>	
<i>Dakisha "DK" Wesley</i>	<i>X (by phone)</i>	

***Also attending the March 26, 2020 Board of Directors meeting:***

*Brian Ingraham, Chief Executive Officer; Larry Hill, Chief Finance Officer; Robert Webb, Chief Information Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Craig Martin, Chief Medical Officer; Rhonda Cox, Chief Population Health Officer; Jennifer Ternay, Finance Consultant; Patrick McCoy, Human Resources Director; J.K. Coward, Board Attorney; Yvonne French, DHHS Liaison; Melissa Brown, Executive Assistant; 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 4:31 p.m.

**B. Review & Approval of Agenda and January 24-25, 2020, February 24, 2020 Minutes, and January 24, 2020**

**Bylaws and Nominating Committee Meeting Minutes:**

Ms. Nancy Baker made a motion to approve the agenda and minutes documents, as presented. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

**C. Public Comment:**

No members of the public attended the March 26, 2020 Board of Directors meeting.

**D. Conflict of Interest Disclosure**

Ms. Tracy Hayes, General Counsel and Chief Compliance Officer, disclosed a reported conflict of interest on behalf of Ms. Ashley Wurth. Ms. Wurth has been offered and accepted a position with the Mediation and Restorative Justice Center (MRJC) in Watauga County, and offered to resign if this was a conflict. Ms. Hayes advised the board this is a direct conflict of interest because Vaya funds this program. In response to a question from Mr. Ira Dove, Ms. Hayes clarified that Ms. Wurth had offered to resign if a conflict was determined.

Ms. Pat McGinnis motioned to accept Ms. Wurth's resignation to the board due to the conflict. Mr. Billy Kennedy requested a letter be sent by the Chair accepting Ms. Wurth's resignation, to include congratulations on her new position. Mr. Dove seconded the motion pursuant to the clarification and inclusion of Mr. Kennedy's request.

Motion unanimously approved.

**E. Report of the Chair**

Mr. Rick French, Board Chair, updated the board there was no report of the Chair for the March 26, 2020 board meeting.

**F. Report of the Chief Executive Officer**

Mr. Brian Ingraham, CEO, reported to the board about the impact of the COVID-19 pandemic on staff, members and providers, and also discussed challenges faced by DHHS and the impact on Vaya operations. The Executive Leadership Team (ELT) activated the Continuity of Operations Plan (COOP) and is working to support members, providers and employees while maintaining business as usual and/or transitioning to the new normal.

Mr. Ingraham briefly discussed the COVID-19 HR Updates, which are prepared by Ms. Tracy Hayes, reviewed by ELT and sent to all staff on a regular basis and are additionally shared with board members. The HR Updates are intended to be educational and transparent with the goal of alleviating staff concerns about health and safety, job security, and overall stress levels due to the pandemic. Additionally, Ms. Hayes significantly revised the Remote Work Policy to address the pandemic, and the vast majority of all employees have transitioned to remote work, with tremendous assistance from the MIS Department under the leadership of Mr. Robert Webb.

Ms. Tracy Hayes and Mr. Patrick McCoy then provided an overview of the Families First Coronavirus Relief Act, which established paid leave provisions for staff impacted by the pandemic, and is applicable to all public entities.

Dr. Heck provided the board with his observations about the impact of COVID-19 on primary care practices and specialty care practices, which are having serious financial concerns because the volume of visits has decreased dramatically. Individuals are not scheduling appointments for their medical needs because of a fear of exposure. Ms. Nancy Baker asked about the impact on Vaya's financial stability and the in-network providers. Mr. Ingraham responded by reviewing the provider section of the COVID-19 report, which highlights Vaya's efforts to support providers through flexibilities in service delivery and hardship payments.

Ms. Hayes then reviewed the proposed Vaya Telemedicine Policy that was created by the clinical and legal teams at Vaya Health and recently submitted to DHHS for approval. The Telemedicine Policy includes additional flexibility for enhanced services to be delivered via telehealth, and to allow unlicensed paraprofessionals to bill for services delivered via telehealth. Ms. Hayes further updated the board that the U.S. Health and Human Services Department, Office for Civil Rights has relaxed HIPAA enforcement to allow more flexibility with telemedicine. Ms. Hayes concluded by reviewed the proposed recommendations submitted to DHHS regarding requested waivers and flexibilities concerning Vaya's contracts with DHHS as well as DHB Clinical Coverage Policies.

Ms. Jeanne Duncan, PAC President, then addressed the Board regarding staffing challenges as a provider in the network, specifically I/DD services. Ms. Rhonda Cox responded to Ms. Duncan's concerns and provided guidance about Vaya's plan for hardship payment applications and anticipated service flexibilities. Ms. Duncan requested Vaya consider the strain on providers currently as the hardship application process is being developed.

Mr. Brian Ingraham then presented an overview of communications and meetings with DHHS since the onset of the pandemic, and emphasized the Department's request that LME/MCOs provide assistance by helping to prevent unnecessary hospitalization. Mr. Ingraham reviewed the March 20, 2020 letter sent by DHHS leadership to the CEOs of all LME/MCOs, which specified that LME/MCOs are to utilize funding to support providers during this crisis, including up to 15% of the risk reserve, a PMPM rate increase, and release of the Medicaid surplus funds. Mr. Ingraham clarified for the board that the only new funding is the rate increase. Mr. Larry Hill emphasized that Vaya has not identified any revenue streams that will be impacted at this point. Ms. Hayes explained that Vaya had received a initial proposed contract amendment outlining the risk reserve change, and that additional contract amendments are anticipated from DHHS.

Mr. Billy Kennedy commended the Executive Leadership Team on the work being done with the adjustments for the community and the providers during this difficult time. Ms. Nancy Baker added to Mr. Kennedy's comment noting the impressive work demonstrated on the recent provider call hosted by Vaya.

Mr. Ingraham advised the board of the additional documents available in the board packet for their review. This included: (1) Culture Report and (2) LME/MCO Scorecard. The LME/MCO Scorecard shows Vaya is in a positive position compared to other LME/MCOs.

**G. Provider Advisory Council Report**

Ms. Jeanne Duncan, updated the board on the recent PAC meeting. The meeting was held online and went very well. Dr. Martin was a presenter during this meeting. The committee entertained a “therapy session” for the providers to discuss how they were managing in light of the pandemic.

**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. Page Lemel made a motion for the Board of Directors to enter closed session. Ms. Connie Orr seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 5:45 pm.

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

Motion unanimously approved.

Board resumed open session at 5:55 pm.

**I. Report of the Chief Financial Officer**

Mr. Larry Hill, Chief Financial Officer, presented the Financial Dashboards and Reports ending in January 2020, and the FY19/20 Budget Revision No. 7. The budget revision includes General Fund adjustments to Administration, Medicaid Services, State Funded Services, and Risk Reserve.

Mr. Mike Norris made a motion to approve Financial Dashboards and Reports, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Billy Kennedy made a motion to approve Budget Revision No. 7 as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

**J. Regulatory Compliance & Quality Committee Report**

Mr. Billy Kennedy, summarized highlights from the meeting, noting that DHHS has ceased provided LME/MCOs with comparison data except for Super Measures, which will impact the report sent to the board. Vaya continues to have the highest penetration rate among the LME/MCOs. Positive strides were shown through a decrease in emergency department (ED) admissions, the TCLI program is on track to meet their annual housing goal, and access to care data demonstrated the majority of new member appointments are being met by parolees. Specialty presentations included Value Based Contracting.

**K. Consumer & Family Advisory Committee Report**

Ms. Pat McGinnis, updated the board of the recent meeting in Greenville where the CFAC was made aware of the COVID-19 impact in our area. The legislative meeting was placed on hold due to the pandemic. CFAC would like to find a way to share information about trainings with other teams. The stay at home order has impacted several outreach events causing cancellation. The state CFAC liaison with Center for Empowerment and Engagement attended the meeting in Lenoir and provided their advocacy training. Ms. McGinnis shared several recommendations that are being discussed among CFAC members. One recommendation included a meet and greet between Vaya Board members and Vaya CFAC members. Ms. McGinnis shared her concern regarding the perceived increase in domestic violence and suicides. Ms. Nancy Baker added the legislative event in May has been officially cancelled.

**L. Other Business**

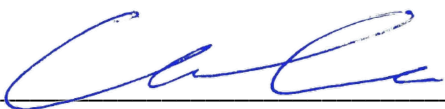
Mr. Gary Blevins joined in Ms. Pat McGinnis' concern about domestic violence, inquiring if Vaya has any bandwidth or a role to play with DSS staff in light of the additional impact on mental health due to the pandemic. Mr. Brian Ingraham will discuss this request with Ms. Rhonda Cox and Mr. Brian Shuping with a promise to get back to him with a response. No other business was discussed.

**M. Consent Agenda**

**N. Adjournment**

Ms. Nancy Baker made a motion to adjourn. Mr. Billy Kennedy seconded the motion.  
Motion unanimously approved.

Meeting adjourned at 6:19 pm.

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