

MEETING MINUTES

June 25, 2020

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, June 25, 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.

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

Also attending the June 25, 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; Donald Reuss, Senior Director Provider Network Operations; 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 4:33 p.m.

B. Public Hearing on the Proposed Vaya Health State Fiscal Year 2020-2021 Budget

Mr. Ira Dove made a motion to open the public hearing. Ms. Pat McGinnis seconded the motion.
Motion unanimously approved.

No members of the public attended the public hearing for public comment on the Proposed Vaya Health State Fiscal Year 2020-2021 Budget.

Ms. Connie Orr made a motion to close the public hearing. Mr. Will Wakefield seconded the motion.
Motion unanimously approved.

C. Review & Approval of Agenda and May 28, 2020 Meeting Minutes:

Ms. Nancy Baker made a motion to approve the agenda and minutes documents, as presented. Mr. Kevin King seconded the motion.
Motion unanimously approved.

D. Conflict of Interest Disclosure

There were no conflict of interest disclosures identified during this meeting.

E. Report of the Chair

Mr. Rick French, Board Chair, shared with the board that the annual i2i Conference in Pinehurst, NC will be virtual participation only this year. Information regarding the conference and registration will be distributed to board members by the Clerk to the Board.

F. Report of the Chief Executive Officer

Mr. Brian Ingraham, CEO, provided legislative and DHHS updates to the board, including reviewing a rate dispute letter submitted jointly on behalf of Alliance, Cardinal, Trillium and Vaya to Deputy Secretary Dave Richard on June 23, 2020. Mr. Ingraham opened the floor to board member questions regarding next steps about rate negotiations and Tailored Plan eligibility criteria, including the potential to join a pending petition for contested case hearing filed by Cardinal against DHHS. Ms. Nancy Baker asked about the workload between the COVID-19 response and potential litigation against DHHS. Mr. Ingraham responded that he will carefully weigh the impact on staff workload in the decision-making process.

G. Provider Advisory Council Report

Ms. Jeanne Duncan, PAC President, updated the board on the recent PAC meeting and positive success through virtual participation. Issues addressed during the meeting included IDD visitation and how this can safely occur during the pandemic.

Mr. Gary Blevins raised concern about the added requirements regarding local government public hearings during the COVID-19 pandemic. Ms. Tracy Hayes advised she will research the legislative requirements and determine if they are applicable to LME/MCOs, and update the board prior to the adjournment of the meeting.

- 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. Ronnie Beale made a motion for the Board of Directors to enter closed session. Mr. Patrick Betancourt seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 5:09 pm.

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

Motion unanimously approved.

Board resumed open session at 6:45 pm.

I. Report of the Chief Financial Officer

Mr. Larry Hill, Chief Financial Officer, presented the Financial Dashboards and Reports ending in March 2020, and the FY19/20 Budget Revision No. 8 and 9. Budget Revision No. 8 included increases to general fund accounts including Administration, Medicaid Services, Miscellaneous, and Risk Reserve Revenue; and a reduction to the State/ Federal Services. Budget Revision No. 9 included increases to general fund accounts including Administration, Medicaid Services, State/ Federal Services, Local services, Miscellaneous, and Risk Reserve Revenue; and a reduction to the Fund Balance for Administration and Services. Mr. Hill also reviewed the FY 20/21 State Fiscal Year Budget presentation with the board of directors, as recommended by the Finance Committee.

Ms. Connie Orr made a motion to approve Financial Dashboards and Reports, as presented. Mr. Will Wakefield seconded the motion.

Motion unanimously approved.

Ms. Nancy Baker made a motion to approve Budget Revision No. 8 and 9, as presented. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Ms. Connie Orr made a motion to adopt the FY20/21 State Fiscal Year Budget, as presented. Mr. Mike Norris seconded the motion.

Motion carries, Mr. Ira Dove opposed.

J. Regulatory Compliance & Quality Committee Report

On behalf of Committee Chair Mr. Billy Kennedy, Ms. Pat McGinnis summarized highlights from the RCQC meeting as follows: The meeting started with a presentation of the Organizational Performance Measures,

which showed that Vaya is continuing to meet all Super Measures and also included data about hospital utilization and Vaya's COVID-19 support to providers. Vaya staff then presented the Appeals & Denial Quarterly report, the Grievances & Complaints Quarterly report, the Network Access and Credentialing Quarterly report, and the Access to Care Update to Include Prison Releasee Attendance of Appointments and Call Center Statistics. All of the reports showed that Vaya is continuing to meet or exceed requirements although staff are working to improve the grievance resolution timeframe. Senior Director Karla Mensah shared information about the quality improvement efforts being made to help connect people discharged from jails and prison with appointments. Kate Glance then shared the 2019 Provider Satisfaction & Echo Survey results, and Tracy Hayes shared the quarterly Compliance metrics, including the status of provider investigations, which are on hold because of the pandemic. Vaya plans to resume provider monitoring and desk reviews on July 1. Dr. Patty Wilson presented a required NCQA report about provider investigation findings. The Committee reviewed the annual Quality Management and Compliance documents and voted to recommend approval of the QM plan, QM description and QM evaluation as presented for submission to DHHS. The Committee also voted to recommend approval of revisions to the annual Compliance Plan as presented.

Ms. Pat McGinnis made a motion to approve the annual Quality Management documents, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Ms. Pat McGinnis made a motion to approve the annual Compliance Plan, as presented. Ms. Connie Orr seconded the motion.

Motion unanimously approved.

K. Consumer & Family Advisory Committee Report

Ms. Pat McGinnis updated the board about the virtual participation among CFAC members for the local May meetings. County Representatives participated with the local meetings and a Q&A among committee members and DHHS occurred regarding COVID-19. In lieu of the May 19, 2020 advocacy meeting, a telephone meeting occurred with legislators where feedback was shared by committee members.

L. Other Business

Mr. Patrick Betancourt motioned to ratify the January 2020 Board motion authorizing the General Counsel and CEO to take whatever legal action is necessary to challenge the Medicaid capitation rates offered to Vaya by DHHS. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Mike Norris motioned to authorize the General Counsel and CEO to take whatever legal action is necessary to challenge the Department's Tailored Plan eligibility criteria. Ms. Connie Orr seconded the motion.

Motion unanimously approved.

Mr. Rick French prompted the follow-up answer to Mr. Gary Blevins' question presented prior to closed session regarding public hearing requirements for local government during the pandemic. Ms. Tracy Hayes advised through research conducted, consultation with the other LME/MCO attorneys and the Board attorney (who left

the meeting early to attend a Graham County Commissioners meeting), and a review of applicable law, the that legal counsel is comfortable with the budget vote that occurred today as being in compliance with the Local Government Budget & Fiscal Control Act and the Open Meetings law.

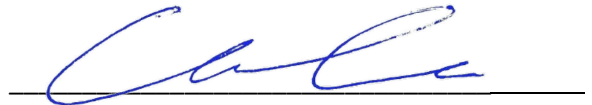
M. Consent Agenda

N. Adjournment

Ms. Nancy Baker made a motion to adjourn. Ms. Connie Orr seconded the motion.

Motion unanimously approved.

Meeting adjourned at 7:15 pm.



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