

MEETING MINUTES
August 27, 2020

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, August 27, 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 (by phone)	
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 (by phone)	
Mike Norris	X (proxy to Rick French)	
Nancy Baker	X (by phone)	
Pat McGinnis	X (by phone)	
Rick French (Chair)	X (by phone)	
Ronnie Beale		X
Steve Smith		X
Patrick Betancourt	X (by phone)	
Connie Orr		X (proxy to Ronnie Beale)
Will Wakefield	X (by phone)	
Ashley Wooten	X (proxy to Rick French)	
Kevin King	X (by phone)	
Page Lemel		X (proxy to Ronnie Beale)
Dakisha "DK" Wesley	X (by phone)	

Also attending the August 27, 2020 Board of Directors meeting:

Brian Ingraham, President & Chief Executive Officer; Larry Hill, Executive VP & Chief Finance Officer; Robert Webb, Executive VP & Chief Information Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Craig Martin, Chief Medical Officer; Rhonda Cox, Executive VP & Chief Population Health Officer; Donald Reuss, Senior VP of Provider Network Operations; Patrick McCoy, Vice President of Human Resources; Melissa Isaacs, Executive Director of Finance; Vicki Escudero, Finance Reporting & Budgeting Manager; Celeste Ordiway, MHSUIDD Care Management Regional 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 4:37 p.m.

B. Review & Approval of Agenda and June 25, 2020 Meeting Minutes:

Mr. Billy Kennedy made a motion to approve the agenda and minutes documents, as presented. Mr. Will Wakefield seconded the motion.

Motion unanimously approved.

C. Conflict of Interest Disclosure

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

D. Report of the Chair

Mr. Rick French, Board Chair, shared with the board the Vaya Health Provider Advisory Council held their vote for officers yesterday. Mr. French informed the board members, Carson Ojamaa, State Director for Family Preservation Services, will become President of the PAC during their September 16 meeting and will assume the PAC President seat on this Board starting with the October 2020 meeting. Mr. French clarified that tonight is Ms. Jeanne Duncan's last meeting as a board member. Mr. French and Mr. Ingraham recognized Ms. Duncan and the valuable contribution she has made through her insight, expertise and a wealth of experience. A plaque of appreciation will be mailed to Ms. Duncan.

E. Report of the Chief Executive Officer

Mr. Brian Ingraham, President and CEO, provided legislative and DHHS updates to the board, including the COVID-19 internal and external response. Mr. Ingraham acknowledged and thanked Ms. Celeste Ordiway and the Transitions to Community Living team for all of the hard work driving Vaya's successful TCLI Super Measures performance.

Ms. Celeste Ordiway, MHSUIDD Care Management Regional Director, shared with the board information regarding the Transitions to Community Living team. Ms. Ordiway's update included COVID-19 protocols for safely facilitating care to members.

Mr. Ingraham continued through the report of the CEO presentation, highlighting provider stabilization efforts. Ms. Tracy Hayes advised the board that the Tailored Plan Request for Application response effort is underway and an in-house writing team is working on pre-release drafts with a vendor (Inter-Growth) introduced to Vaya through Ms. Jennifer Ternay. The RFA is expected to be released on November 2 and the response is anticipated to be due on January 19, 2021. Mr. Robert Webb presented to the board an overview of all projects occurring at Vaya presently through 2022.

Mr. Ingraham also updated the board on ongoing Employee Engagement efforts.

F. Report of the Chief Financial Officer

Mr. Larry Hill, Executive VP and Chief Financial Officer, presented the CFO report to the committee. The presentation included the impact COVID-19 has had on Vaya's financial position, FY20 results from operations, current state of fund balance, provider stabilization during COVID-19, Medicaid Treatment Ratio and Risk Corridor, FY21 budget implications and revisions, CARES Act allocation and strategy, and Vaya's commitments to providers and staff, including the plan to authorize a Cost of Living Adjustment (COLA) for staff.

Mr. Larry Hill also presented the FY20-21 Budget Revision No. 1, which included general fund adjustments increasing Administration, Medicaid Services, State/ Federal Services, and Risk Reserve Revenue; and reduction to the Fund Balance for Local Services.

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

Motion unanimously approved.

Ms. Nancy Baker made a motion to approve FY20-21 Budget Revision No. 1, as presented. Mr. Mark Evans seconded the motion.

Motion unanimously approved.

G. Provider Advisory Council Report

Ms. Jeanne Duncan, PAC President, updated the board on the recent PAC meeting and change in appointment terms. PAC also updated their Bylaws and is working toward filling council vacancies. Ms. Duncan thanked the board for having her as a member and stated she will miss being part of Vaya's Board of Directors.

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).

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 6:13 pm.

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

Motion unanimously approved.

Board resumed open session at 6:23 pm.

I. Regulatory Compliance & Quality Committee Report

Committee Chair Mr. Billy Kennedy 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 Quality Improvement Committee report which includes: Appeals & Denials, Grievances & Complaints, Network Access and Credentialing, 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. Ms. Tracy Hayes shared the monthly Compliance metrics, including the status of provider investigations, which resumed July 1, 2020.

J. Consumer & Family Advisory Committee Report

Ms. Pat McGinnis complimented Vaya staff working with CFAC and the support provided and emphasized that staff are doing an amazing job. There are currently two proposals for virtual meetings, one is a showing of the Ripple Effect, and the other is a virtual Town Hall. Ms. McGinnis also informed the board CFAC plan to have the next annual retreat virtually.

K. Other Business

Mr. Patrick Betancourt motioned to approve the NARCAN sole-source purchase resolution. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

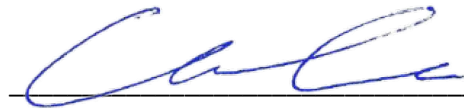
L. Consent Agenda

M. Adjournment

Mr. Billy Kennedy made a motion to adjourn. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:35 pm.



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