

MEETING MINUTES
October 22, 2020

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, October 22, 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 (proxy to Patrick Betancourt)	
Carson Ojamaa	X (by phone)	
Josh Kennedy	X (proxy to Patrick Betancourt)	
Dr. Jeff Heck	X (proxy to Billy Kennedy)	
Mark Evans	X (by phone)	
Mike Norris	X (by phone)	
Nancy Baker	X (by phone)	
Pat McGinnis	X (by phone)	
Rick French (Chair)		X
Ronnie Beale	X (by phone)	
Steve Smith		X
Patrick Betancourt	X (by phone)	
Connie Orr		X
Will Wakefield	X (by phone)	
Ashley Wooten	X (by phone)	
Kevin King	X (by phone)	
Page Lemel	X (by phone)	
Dakisha “DK” Wesley		X

Also attending the October 22, 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; Melissa Isaacs, Executive Director of Finance; J.K. Coward, Board Attorney; Yvonne French, DHHS Liaison; Melissa Brown, Executive Assistant; Christina Rose Carter, Executive Legal Assistant & Clerk to the Board; and Jeremy Hicks, CliftonLarsonAllen, LLP; Rachel Webster, CliftonLarsonAllen, LLP; Liz Ferguson, CliftonLarsonAllen, LLP; and no additional members of the public.

A. Call to Order and Roll Call:

Mr. Gary Blevins, Vice Chairman of the Board, called the meeting to order at 4:32 p.m.

B. Review & Approval of Agenda and August 27, 2020 Meeting Minutes:

Ms. Nancy Baker 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. Gary Blevins, Board Vice Chair, chaired the meeting in the absence of Mr. Rick French. Mr. Blevins introduced and swore in newly elected PAC president and Vaya Health Board Member, Ms. Carson Ojamaa, State Director for Family Preservation Services. Mr. Blevins reminded board members of the registration deadline for virtual participation to the December i2i Center for Integrated Health's conference.

E. Report of the Chief Executive Officer

Mr. Brian Ingraham, President and CEO, presented several updates to the committee regarding: Chairman French, Cardinal Innovations county disengagement news, COVID-19, BH and I/DD Tailored Plan RFA Response Timeline, Vaya's performance, and Employee Engagement.

As Mr. Ingraham discussed the support extended to providers and members, Ms. Carson Ojamaa shared information about the challenges for providers transitioning from face to face to virtual engagement with members. Mr. Donald Reuss, Senior Vice President of Provider Network Operations, thanked the board for the flexibility they authorized to innovate solutions for the Provider Network. Mr. Reuss reviewed a number of strategies in place to increase member supports and connection to services.

Mr. Ingraham also shared information about the status of Vaya's efforts to prepare a pre-release draft response to the forthcoming Behavioral Health and I/DD Tailored Plan Request for Applications, which is expected to be released in early November.

F. Report of the Chief Financial Officer

Mr. Larry Hill, Executive VP and Chief Finance Officer, presented the CFO report to the committee. The presentation included the impact of COVID-19 on Vaya's financial position, FY20 results from operations, current state of fund balance, provider stabilization and support efforts in response to COVID-19, Medicaid Treatment Ratio and Risk Corridor, and CARES Act allocation and strategy.

Mr. Hill also presented the FY20-21 Budget Revision No. 2, which included general fund adjustments increasing State/ Federal Services as a result of additional allocations received from DHHS.

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

Motion unanimously approved.

Mr. Billy Kennedy made a motion to approve FY20-21 Budget Revision No. 2, as presented. Mr. Patrick Betancourt seconded the motion.

Motion unanimously approved.

G. Presentation of the FY19-20 Independent Audit Report

Mr. Jeremy Hicks, CliftonLarsonAllen, LLP, presented the FY19-20 Independent Audit Report to the board, including the required auditor statements and disclosures, and audit report. Mr. Hicks noted the audit is consistent with FY18-19 findings with no significant findings or compliance concerns. Mr. Hicks explained the independent audit report is still under final review with CliftonLarsonAllen, LLP, however no material weaknesses or other deficiencies were identified.

Mr. Billy Kennedy made a motion to approve the FY19-20 Independent Audit Report, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Mr. Larry Hill, Executive VP and Chief Finance Officer, addressed the board about the reappointment of CliftonLarsonAllen, LLP as Vaya Health's FY20-21 Independent Auditor. The recommendation is to retain CliftonLarsonAllen, LLP as the Independent Auditor due to their familiarity of LME/MCO financial operating procedures.

Ms. Nancy Baker made a motion to appoint CliftonLarsonAllen, LLP as the FY20-21 Independent Auditor for Vaya Health. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

H. Provider Advisory Council Report

Ms. Carson Ojamaa, PAC President, updated the board on the recent PAC retreat and applications received for new members. Ms. Ojamaa reflected on shift to virtual attendance for PAC meetings prior to the pandemic, and shared provider's appreciation for the assistance provided by Vaya. Statewide providers have complimented Vaya's efforts as they stood out in comparison among the other LME/MCOs. Ms. Ojamaa also shared feedback received from a CFAC representative, with gratitude for the opportunity to be involved with the PAC. Ms. Ojamaa concluded the update by sharing the PAC is interested in quarterly participation from Dr. Patty Wilson, VP of Network Performance and Integrity.

I. 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. Mark Evans 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 6:22 p.m.

Ms. Nancy Baker made a motion for the Board of Directors to resume open session. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Board resumed open session at 6:30 p.m.

J. Regulatory Compliance & Quality Committee (RCQC) 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. Mr. Marvin Sanders shared the monthly Compliance metrics, including the status of provider investigations, which resumed July 1, 2020.

K. Consumer & Family Advisory Committee Report

Ms. Pat McGinnis expressed gratitude to Vaya on behalf of CFAC for the resolution being considered this evening. Ms. McGinnis shared a brief update regarding the current initiatives of the CFAC.

L. Other Business

Mr. Mike Norris motioned to approve the Vaya Health Board of Directors resolution in support of ongoing CFAC participation on the Board of Directors. Mr. Patrick Betancourt seconded the motion.

Motion unanimously approved.

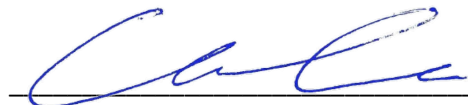
M. Consent Agenda

N. Adjournment

Mr. Billy Kennedy made a motion to adjourn. Mr. Mark Evans seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:53 p.m.



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