

BOARD OF DIRECTORS ANNUAL RETREAT

The Board of Directors of Vaya Health conducted its annual retreat on Thursday, February 11, 2021 and Friday, February 12, 2021 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.

**MEETING MINUTES
 February 11, 2021**

<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)	
Carson Ojamaa	X (by phone)	
Josh Kennedy		X
Dr. Jeff Heck		X
Mark Evans	X (by phone)	
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)	
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 (by phone)	
Dakisha “DK” Wesley	X (by phone)	

Also attending the February 11, 2021 Board of Directors meeting:

Brian Ingraham, President & Chief Executive Officer; Larry Hill, Executive VP & Chief Finance Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Craig Martin, Chief Medical Officer; Robert Webb, Executive VP & Chief Information Officer; J.K. Coward, Board Attorney; Timothy Fitzsimons, Board Member Nominee; Yvonne French, DHHS Liaison; Sara Wilson, Senior VP of Complex Care Management; Melissa Brown, Executive Assistant; Christina Rose Carter, Executive Legal Assistant & Clerk to the Board; and no members of the public.

A. Call to Order and Roll Call:

Mr. Rick French, Chairman of the Board, called the meeting to order at 4:01 p.m.

B. Review & Approval of Agenda and December 10, 2020 Meeting Minutes:

Mr. Billy Kennedy motioned to approve the agenda and the December 10, 2020 meeting minutes, as presented. Ms. Nancy Baker seconded the motion.
Motion unanimously approved.

C. Public Comment

No members from the public offered comment at the February 11, 2021 Board Retreat Meeting.

D. Report of the Chair

Mr. Rick French, Board Chair, began his update to the Board by advising that Dr. Jeff Heck has resigned from the Board effective February 11, 2021 in light of an impending conflict of interest as a result of MAHEC's transition to provide services covered by Vaya Health.

Mr. French opened the floor to Ms. Tracy Hayes for a presentation of recommended revisions to the Board of Directors Bylaws. Ms. Hayes reviewed all proposed changes with the Board in detail.

Ms. Pat McGinnis made a motion to table approval of the 2021 Board of Directors Bylaws Revisions until the Board of Directors' March 25, 2021 meeting to allow 30 days for Board member review. Ms. DK Wesley seconded the motion.

Motion unanimously approved.

Mr. French continued his update with an introduction of Board Member Nominee, Dr. Timothy Fitzsimons. Mr. Brian Ingraham assisted with the introduction by providing background information on Dr. Fitzsimons and a summary of his knowledge pertaining to Managed Care Organizations. Dr. Fitzsimons addressed the Board directly and provided additional information related to his professional experience.

Mr. Rick French made a motion in accordance with the Bylaws and Nominating Committee recommendation, to appoint Dr. Timothy Fitzsimons to the Healthcare Administration seat required by N.C.G.S. § 122C-118.1(b)(6), as well as the Regulatory Compliance and Quality Committee. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Mr. Ira Dove made a motion to reappoint Mr. Rick French and Mr. Gary Blevins as Chair and Vice Chair of the Board, respectively. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

E. Report of the Provider Advisory Council

Ms. Carson Ojamaa, PAC President, updated the Board on recent activities and the January PAC meeting. During the meeting, PAC representatives shared provider feedback regarding process changes that have occurred. Mr. Tommy Duncan and other staff worked to answer the questions presented, and Mr. Donald Reuss explained how and why IDD providers are now eligible for COVID-19 vaccinations. Ms. Ojamaa was complimentary of the transparency and willingness of Vaya staff to collaboratively work to address provider questions and concerns.

F. Report of the Consumer & Family Advisory Committee

Ms. Pat McGinnis began her report by sharing that CFAC representatives were very excited for the opportunity to participate in the recent PAC meeting. Ms. McGinnis then shared with the Board information regarding the recent letter sent by CFAC to DHHS Secretary Mandy Cohen regarding recommendations for amending the COVID-19 vaccination schedule to authorize immediate vaccinations for adults with an I/DD. Ms. McGinnis provided a reflection on the progress of CFAC during 2020 for the Board. Ms. McGinnis thanked Vaya staff and the Board, on behalf of CFAC for the continued support and engagement received year after year. Ms. McGinnis concluded her report by inviting all Board Members to attend upcoming CFAC meetings.

G. Report of the Chief Executive Officer

Mr. Brian Ingraham, President and CEO, presented several updates to the committee regarding: BH and I/DD Tailored Plan Readiness, COVID-19 response, and DHHS and County Relations updates. During the update, Mr. Ingraham shared details about the hard work of staff related to the BH I/DD Tailored Plan RFA response production. Vaya's response was delivered to NC DHHS on Monday, February 1, 2021 by Vice President of Compliance and Quality, Mr. Marvin Sanders.

Ms. Tracy Hayes brought the Board's attention to two attachments in the Board Packet available for their review, copies of Vaya's response for questions 1 and 67 of the BH I/DD Tailored Plan RFA. Mr. Ingraham recognized Ms. Hayes, the Office of Communications and other Vaya staff for their superlative work on the BH I/DD Tailored Plan RFA response. The award date will be June 11, 2021. Mr. Ingraham reviewed the project timeline in detail with the Board.

The Board and Vaya staff discussed the possibility of an empty Tailored Plan region, in the event an LME/MCO is not awarded a contract with the state, and the process for bidding on an empty region. The Board further discussed the realistic probability of this scenario. Mr. Ingraham reminded the Board, the quiet period remains in effect until the contract award date. Mr. Ingraham responded to Mr. French's question regarding Cardinal's region in light of county disengagement efforts, advising that Cardinal must respond to the RFA as it relates to their current catchment area. Mr. Ingraham reiterated that LME/MCOs are the only entities that can operate a Tailored Plan in the event of an award. Individual counties must be aligned with an LME/MCO.

Ms. Hayes then presented key staffing changes that will be required under BH I/DD Tailored Plan, and position reporting requirements.

H. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, Executive VP and Chief Finance Officer, presented the CFO report to the Board. The presentation included the impact of COVID-19 on Vaya's financial position, provider stabilization and support efforts in response to COVID-19, FY20/21 results from operations, Medicaid Treatment Ratio and Risk Corridor, current state of fund balance, and Future State in Tailored Plan. Mr. Hill shared with the Board, the current administrative savings as a result of efficiencies gained through remote work is approaching \$1.5 million in year over year reduction in costs.

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

Motion unanimously approved.

Mr. Larry Hill presented a thorough review of Budget Revision No. 3 to the Board. The presentation outlined revisions pertaining to new allocations, capitation adjustments, community reinvestment fund balance, single stream funding and other miscellaneous adjustments. Mr. Billy Kennedy shared his appreciation for allocation to case management.

Mr. Billy Kennedy made a motion to approve FY20/21 Budget Revision No. 3, as presented. Ms. Connie Orr seconded the motion.

Motion unanimously approved.

Mr. Larry Hill requested the Board take action to increase delegated authority of weekly disbursements review to include the Accounting Manager (new position), in addition to the approved Executive Director of Finance and Budget Director.

Ms. DK Wesley made a motion to increase delegated authority of weekly disbursements review, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

- 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); 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. Patrick Betancourt made a motion for the Board of Directors to enter closed session. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 6:10 p.m.

Ms. Connie Orr 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 6:32 p.m.

Mr. Ronnie Beale moved that the Board approve the 5% pay increase for Vaya CEO Brian Ingraham, to begin with the next pay period. Mr. Norris seconded the motion.

In the discussion of the motion, Mr. Beale requested that the minutes of the open session reflect the fact that during the discussion of the pay increase in the closed session, Mr. Gary Blevins expressed concern about the services in the western part of the catchment area, specifically the cuts the Board made last summer, and that he urged the Board to review those actions in the near future, and to study the possibility of a need for some sort of presence in the west, and to take action upon it.

Motion unanimously approved.

J. Other Business

No other business was discussed.

K. Consent Agenda

L. Adjournment

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

Motion unanimously approved.

Meeting adjourned at 6:35 p.m.

**MEETING MINUTES
February 12, 2021**

<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)	
Carson Ojamaa	X (by phone)	
Josh Kennedy		X
Dr. Tim Fitzsimons	X (by phone)	
Mark Evans	X (by phone)	
Mike Norris	X (by phone)	
Nancy Baker	X (by phone)	
Pat McGinnis	X (by phone)	
Rick French (Chair)	X (by phone)	
Ronnie Beale		X
Patrick Betancourt		X
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 (by phone)	

Also attending the February 12, 2021 Board of Directors meeting:

Brian Ingraham, President & Chief Executive Officer; Larry Hill, Executive VP & Chief Finance Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Craig Martin, Chief Medical Officer; Robert Webb, Executive VP & Chief Information Officer; J.K. Coward, Board Attorney; Yvonne French, DHHS Liaison; Lanier Cansler, Cansler Collaborative Resources; Sara Wilson, Senior VP of Complex Care Management; Melissa Brown, Executive Assistant; and Christina Rose Carter, Executive Legal Assistant & Clerk to the Board.

Mr. Rick French, Chairman of the Board, called the meeting to order at 9:09 a.m.

A. Annual Board Training:

Mr. Ingraham welcomed the Board Members to the second day of the retreat, and expressed his sincere appreciation for their vote to increase his salary and their continued confidence in his capabilities as CEO. Ms. Tracy Hayes and Mr. Larry Hill then presented the annual board of directors' compliance, board responsibilities and financial training to the Vaya Health Board of Directors, in accordance with N.C.G.S. § 122C-119.1.

Ms. Nancy Baker requested a training booklet for the Board, outlining the changes that will occur in BH I/DD Tailored Plan. Ms. Hayes confirmed that Vaya staff will develop a "Tailored Plan Resource Guide" for the Board of Directors.

B. Vaya Reinvented:

Mr. Brian Ingraham opened the floor to Mr. Lanier Cansler as the 2021 Board of Directors Retreat Guest Speaker. Mr. Cansler began by presenting a short power point outlining the evolution of the LME/MCOs thus far and under the future state as BH I/DD Tailored Plans. Mr. Cansler encouraged the Board to engage in self-evaluations as we continue through and beyond BH I/DD Tailored Plan evolution, considering the complexity of our future. Mr. Cansler encouraged the Board to ask themselves, how can the Board prepare for the continued evolution and complexity of our future. The Board Members engaged in a discussion regarding the experience and expertise needed on the Board for success in our future state.

C. 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. Nancy Baker made a motion for the Board of Directors to enter closed session. Mr. Mark Evans seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 11:25 a.m.

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

Motion unanimously approved.

Board resumed open session at 11:29 a.m.

D. Other Business

No other business was discussed.

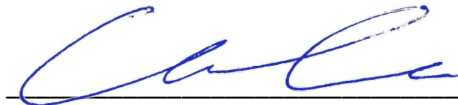
E. Consent Agenda

F. Adjournment

Ms. Nancy Baker made a motion to adjourn. Mr. Will Wakefield seconded the motion.

Motion unanimously approved.

Meeting adjourned at 11:32 a.m.



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