

**MEETING MINUTES**  
**March 25, 2021**

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

<b><i>In Attendance:</i></b>	<b><i>Attending:</i></b>	<b><i>Apologies:</i></b>
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 (Proxy: Gary Blevins)	
Mike Norris	X (Proxy: Rick French)	
Nancy Baker	X (by phone)	
Pat McGinnis	X (by phone)	
Rick French (Chair)	X (by phone)	
Ronnie Beale	X (by phone)	
Frank Stout	X (by phone)	
Patrick Betancourt	X (by phone)	
Connie Orr		X
Will Wakefield	X (by phone)	
Ashley Wooten	X (by phone)	
Kevin King		X
Page Lemel	X (by phone)	
Dakisha "DK" Wesley	X (by phone)	

**Also attending the March 25, 2021 Board of Directors meeting:**

*Brian Ingraham, President & Chief Executive Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Craig Martin, Chief Medical Officer; Larry Hill, Executive VP & Chief Finance Officer; Rhonda Cox, Executive VP & Chief Population Health Officer; J.K. Coward, Board Attorney; Yvonne French, DHHS Liaison; 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 4:32 p.m.

**B. Review & Approval of Agenda, February 11, 2021 Bylaws and Nominating Committee Meeting Minutes, and February 11-12, 2021 Board Retreat Meeting Minutes:**

Mr. Billy Kennedy motioned to approve the agenda, February 11, 2021 Bylaws and Nominating Committee meeting minutes, and February 11-12, 2021 Board Retreat meeting minutes, as presented. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

**C. Public Comment**

No members from the public offered comment at the March 25, 2021 Board Meeting.

**D. Conflict of Interest Disclosure**

No Board members disclosed a conflict of interest at the March 25, 2021 Board Meeting.

**E. Report of the Chair**

Mr. Rick French, Board Chair, began his update to the Board with a call of a motion to approve the proposed revisions to the Board of Directors Bylaws disseminated at the February Board Retreat.

Ms. Nancy Baker made a motion to approve revisions to the Board of Directors Bylaws, as presented. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

Mr. French introduced Major Frank Stout, Board member nominee, to the Board of Directors.

Mr. Rick French made a motion to appoint Major Frank Stout to the Vaya Health Board of Directors. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

Ms. Tracy Hayes addressed the Board regarding Board seat appointments, proposing the reassignment of Polk County Health Director, Mr. Josh Kennedy to the Healthcare Expertise seat recently vacated by Henderson County Health Director, Mr. Steve Smith, and the assignment of Major Frank Stout of the Henderson County Sheriff's Department to the At-Large seat currently held by Mr. Josh Kennedy.

Mr. Ira Dove made a motion to approve the Board seat reassignments, as presented by Ms. Hayes. Mr. Ronnie Beale seconded the motion.

Motion unanimously approved.

Mr. Frank Stout addressed the Board, providing a brief summary of his Law Enforcement experience, and his current employment as a Major with Henderson County's Sheriff's Department. Mr. Stout thanked the Board for the opportunity to be part of bettering the community as a Vaya Health Board of Director.

Ms. Christina Carter, Clerk to the Board, lead the swearing in of newly appointed Board members, Mr. Frank Stout and Dr. Timothy Fitzsimons.

In accordance with the Vaya Health Board of Directors Bylaws, Article V: Officers and Organization, Subsection C.6, which states that “the Chair shall have the authority to create ad hoc committees, and appoint members thereof, as needed”, Mr. French advised the Board about his decision to create the ad hoc Futures Committee.

#### Futures Committee: Purpose Statement

Whereas, the Vaya Health Board of Directors recognizes the critical role and importance of the Board as Vaya Health transitions to successfully operate a BH I/DD Tailored Plan beginning in July 2022.

Therefore, the Chair has created an ad hoc Futures Committee pursuant to Article V, Section C.6. of the Bylaws. The Futures Committee shall initially consist of Chair Rick French, Commissioner Ronnie Beale and Dr. Timothy Fitzsimons with support from former DHHS Secretary Lanier Cansler and President & CEO Brian Ingraham. Other members will be called upon to serve as needed and the scope of the Committee is further developed. Initial goals of the Futures Committee include evaluating Tailored Plan requirements and identifying key skill sets needed for Board members moving forward; identifying skills, abilities and strengths of current Board members; providing recommendations to the Bylaws & Nominating Committee about Bylaws revisions and Board vacancies/ reappointments; preparing for potential governance changes enacted by the NC General Assembly; and working to further develop and support a deeply engaged, committed, and highly skilled Board of Directors that will position Vaya Health to successfully compete for the second Tailored Plan contract cycle anticipated to begin in 2026.

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

Mr. Brian Ingraham, President and CEO, presented several updates to the Board regarding: BH and I/DD Tailored Plan Readiness, COVID-19 response, and DHHS and County Relations updates. Ms. Tracy Hayes and Ms. Rhonda Cox outlined the efforts of Vaya staff and the leadership of Mr. Robert Webb for the contribution to Vaya’s success in readiness implementation and project management.

Mr. Ingraham shared with the Board an update on Vaya’s COVID-19 precautions. Mr. Larry Hill presented information on vaccination efforts, office protocols, and Vaya’s office space reduction efforts. Mr. Hill updated the Board on the current status of provider stabilization efforts.

During the update, Mr. Ingraham shared details of a recent award presented to Mr. Ingraham honoring his leadership during the COVID-19 pandemic by MARC, Inc., a North Carolina association that helps people with disabilities thrive and connect to paid employment. The award was presented to Mr. Ingraham by Mr. Michael Maybee, Chairman of MARC’s Board of Directors. Mr. Hill added, Vaya Health was the only LME/MCO to offer provider hardship payments, which was due to Mr. Ingraham’s leadership. Mr. Billy Kennedy commended Mr. Ingraham for receiving an award from an industry veteran such as Mr. Maybee.

Mr. Ingraham updated the Board on legislative and county engagement efforts including the recent DSS meetings conducted whereas Mr. Rick French attended all but one meeting. Additionally, Board members Mr. Patrick Betancourt and Mr. Billy Kennedy also participated with the DSS meetings in their respective counties. The discussions focused on community investment efforts and emergent/ urgent needs for child placement.

Mr. Ingraham then presented the Employee Engagement Survey engagement scores, which demonstrate improvement over last year's scores. Mr. Ingraham presented a resolution in support of diversity, equity and inclusion efforts for the Board's consideration.

Ms. Page Lemel made a motion to adopt the resolution in support of diversity, equity and inclusion, as presented. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

**G. Report of the Finance Committee and Chief Financial Officer**

Mr. Larry Hill, Executive VP and Chief Finance Officer, presented the Finance report to the Board. The presentation included FY20/21 results from operations, Medicaid Treatment Ratio and Risk Corridor, current state of fund balance, and Future State in Tailored Plan.

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

Motion unanimously approved.

**H. Report of the Provider Advisory Council**

Ms. Carson Ojamaa, PAC President, updated the Board on recent activities and cancellation of the March PAC meeting due to the Tailored Plan quiet period impacting ability to have open discussion on key items. The PAC monthly officer meeting was held between PAC and Vaya regarding the feedback loop process, which is moving fluidly. Ms. Tracy Hayes encouraged Ms. Ojamaa to have provider representatives submit questions to Vaya for inclusion in the list of questions Vaya staff are preparing in anticipation of the conclusion of the silent period.

**I. Report of the Regulatory Compliance & Quality Committee (RCQC)**

Ms. Pat McGinnis shared the RCQC report on behalf of Mr. Billy Kennedy. Ms. Tracy Hayes highlighted that Vaya continues to meet all Super Measures even during the pandemic. Ms. McGinnis reviewed report topics presented to the committee and asked a question about a provider agency. Ms. Hayes responded to Ms. McGinnis' question, confirming all Vaya members at Eliada Homes' suspended location have been transferred, and Vaya staff monitored the health and safety of our members daily until all transfers were complete. Mr. Ingraham added that a separate provider report in the newspaper involved an agency that does not accept Medicaid and is not in the Vaya provider network.

**J. Report of the Consumer & Family Advisory Committee**

Ms. Pat McGinnis updated the Board on the recent regional CFAC meetings held this month. Ms. McGinnis attended in Lenoir, NC, along with Vaya Community Relations Directors and Mr. Brian Ingraham. Training opportunities were shared with CFAC members, including the upcoming NC TIDE conference. Ms. McGinnis recommended Microsoft Teams training for CFAC members. Ms. McGinnis concluded her report with a review of the upcoming meetings, and an invitation for all Board members to attend.

**K. 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; and to consult with attorneys pursuant to N.C. Gen. Stat. § 143-318.11(a)(3).

Mr. Ronnie Beale made a motion for the Board of Directors to enter closed session. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 6:03 p.m.

Mr. Billy Kennedy made a motion for the Board of Directors to resume open session. Mr. Gary Blevins seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 6:27 p.m.

**L. Other Business**

Ms. Nancy Baker shared good news, after 13 months of not being able to see her son Jerry due to COVID-19 protocols, he will be coming home for the weekend. Additionally, Ms. Pat McGinnis shared she received her second COVID-19 vaccination shot today.

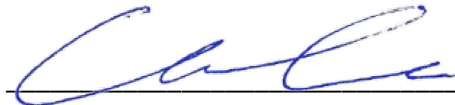
**M. Consent Agenda**

**N. Adjournment**

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

Motion unanimously approved.

Meeting adjourned at 6:29 p.m.



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