

**MEETING MINUTES**

**May 27, 2021**

*The Board of Directors of Vaya Health conducted its regular meeting on Thursday, May 27, 2021 at the Vaya Health Administrative Offices, located at 200 Ridgefield Court, Asheville, NC 28806; with PUBLIC ACCESS via electronic communication only (real-time two-way audio and/or visual communication, i.e. telephone and webex).*

<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
Josh Kennedy	X (by phone)	
Dr. Tim Fitzsimons	X	
Mark Evans		X
Mike Norris	X (by phone)	
Nancy Baker	X	
Pat McGinnis	X	
Rick French (Chair)	X	
Ronnie Beale	X	
Frank Stout	X (Proxy: Billy Kennedy)	
Patrick Betancourt	X	
Connie Orr		X
Will Wakefield	X (by phone)	
Ashley Wooten		X
Kevin King		X
Page Lemel	X (by phone)	
Dakisha "DK" Wesley	X (by phone)	

***Also attending the May 27, 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; Robert Webb, Executive VP & Chief Information Officer; J.K. Coward, Board Attorney; Yvonne French, DHHS Liaison; Melissa Isaacs, Executive Director of Finance; Vicki Escudero, Financial Reporting & Budgeting Manager; 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, March 25, 2021 Meeting Minutes:**

Mr. Ira Dove motioned to approve the agenda, March 25, 2021 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 May 27, 2021 Board Meeting.

**D. Conflict of Interest Disclosure**

No Board members disclosed a conflict of interest at the May 27, 2021 Board Meeting.

**E. Report of the Chair**

Mr. Rick French, Board Chair, provided the following updates to the Board:

1. The retreat date has been set for July 9-10., 2021
2. In-person Board meetings will continue as a hybrid model
3. Board member Mr. Mark Evans has resigned due to a new employment opportunity
4. Please submit CEO eval by June 1, 2021 to Mr. Patrick McCoy, VP of Human Resources.

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

Mr. Brian Ingraham, President and CEO, presented several updates to the Board regarding: Legislative Updates, BH and I/DD Tailored Plan Readiness, COVID-19 response, and Employee Engagement updates. Mr. Ingraham opened the floor to Mr. Robert Webb and Ms. Tracy Hayes to share their perspective on the status, progress, and challenges of TP readiness. The presentation then shifted to Mr. Larry Hill for information regarding the COOP, Immunization Policy, and employee engagement survey results.

**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.

Mr. Ira Dove made a motion to approve Financial Dashboards and Reports, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Mr. Hill presented Budget Revision No. 4 to the Board for approval. The Budget Revision included adjustments to Administration, Medicaid Services, State/ Federal Services, and Risk Reserve.

Mr. Patrick Betancourt made a motion to approve Budget Revision No. 4, as presented. Mr. Ronnie Beale seconded the motion.

Motion unanimously approved.

**H. Presentation of the FY22 Proposed Budget**

Mr. Larry Hill, Executive VP and Chief Finance Officer, opened the floor to Mr. Brian Ingraham for an introduction regarding budget strategy and progressive changes required for success as a BH I/DD Tailored Plan. Mr. Ingraham's introduction focused on the challenges associated with recruitment and retention due to competition from Standard Plans and other LME/MCOs as remote work has become more widespread. Mr. Hill then reviewed the FY22 budget, which includes all currently known and identified strategies to be implemented, onboarded, and readied for a successful Tailored Plan go-live on July 1, 2022, emphasizing that the FY22 budget does not include any planned reductions in services from pre-pandemic level. Mr. Hill then presented for approval the proposed FY22 Operating Budget of \$461.6m.

Mr. Ronnie Beale inquired regarding the percentage of staff who are non-exempt versus exempt status, and how exempt employees are being compensated for a workload exceeding 40 hours per week. Mr. Ingraham addressed the question by providing an example of the RFA production bonus. Mr. Beale and Ms. McGinnis emphasized the topic being a hot issue in the community, of salaried employees working over 40 hours without compensation for additional time exerted.

**I. Report of the Futures Committee**

Mr. Tim Fitzsimons and Mr. Ronnie Beale provided an update on the efforts of the Futures Committee. Three meetings have occurred, and they hope to have good attendance at the retreat.

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

Ms. Christina Carter, Clerk to the Board, shared a statement provided by Ms. Carson Ojamaa, PAC President, in light of her absence this evening. The statement included an update regarding PAC engagement with Licensed Independent Practitioners.

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

Ms. Pat McGinnis updated the Board on the recent regional CFAC meetings held, the upcoming Privacy and Security Committee training, recruitment efforts, and a May update provided from the community engagement and empowerment team. Ms. McGinnis shared she is very pleased to see Vaya has a Futures Committee and asked the Board to be mindful of CFAC vacancies in the event they are aware of a qualified individual for recruitment.

**L. Other Business**

Mr. Ronnie Beale made a motion to approve the Resolution of the Board of Directors of Vaya Health Authorizing the use of an Electronic Auction Procedure for Public Auction of Surplus Property Pursuant to N.C.G.S. § 160A-270, as presented. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Mr. Billy Kennedy made a motion to approve the Resolution of the Board of Directors of Vaya Health Authorizing a North Carolina Public Employee Deferred Compensation Plan Pursuant to N.C.G.S. § 143B-426.24, as presented. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Mr. Billy Kennedy addressed the Board thanking them for their continued support as it has been a rough month in Watauga.

- M. 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); 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. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 6:05 p.m.

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

Motion unanimously approved.

The Board of Directors resumed open session at 6:34 p.m.

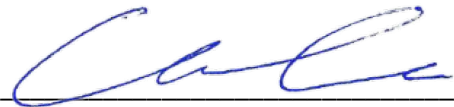
**N. Consent Agenda**

**O. Adjournment**

Ms. Nancy Baker made a motion to adjourn. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:35 p.m.



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