

## **BOARD OF DIRECTORS MEETING & ANNUAL RETREAT**

**February 24-25, 2022**

*The Board of Directors of Vaya Health will hold its annual Board Retreat and Training on February 24-25, 2022, at the DoubleTree by Hilton, located at 115 Hendersonville Road, Asheville, NC 28803. PUBLIC ACCESS will be available via electronic communication only (real-time two-way audio and/or visual communication, i.e., telephone and webex). The Retreat will include a regular Board of Directors meeting at 4:00 p.m. on Thursday, February 24, 2022, and the annual Board Training required by N.C.G.S. § 122C-119.1 on Friday, February 25, 2022.*

### **REGULAR BOARD MEETING**

#### **AGENDA**

**February 24, 2022**

*4:00 – 8:00 p.m.*

**Dial In: 828-552-4129    Passcode: 138 579 533#**

**A. Call to Order and Roll Call**

*Rick French, Chair (5 minutes)*

**B. Review and Approval of Agenda and February 3, 2022, Meeting Minutes**

*Rick French, Chair (2 minutes)*

**C. Public Comment**

*Rick French, Chair (maximum of 20 minutes)*

**D. Conflict of Interest Disclosure**

*Tracy Hayes, General Counsel & Chief Compliance Officer (5 minutes)*

**E. Who We Are**

*Brian Ingraham, President & Chief Executive Officer, and Tracy Hayes, General Counsel & Chief Compliance Officer (20 minutes)*

**F. Report of the Chair**

*Rick French, Board Chair (30 minutes)*

1. Introductions
2. Ratification of the Bylaws of the Board of Directors of Vaya Health – **ACTION REQUIRED**
3. Appointment of Board Committee Chairs and Members
4. Approval of the 2022 Board of Directors Meeting Schedule – **ACTION REQUIRED**

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

*Brian Ingraham, President and Chief Executive Officer (40 minutes)*

1. Operational Updates and Strategic Direction

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

*Larry Hill, Executive VP and Chief Finance Officer (20 minutes)*

1. Approval of Financial Reports – **ACTION REQUIRED**
2. Approval of FY22 Budget Revision No. 3 – **ACTION REQUIRED**

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

*Carson Ojamaa, PAC President (5 minutes)*

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

*Nancy Baker, CFAC Representative (5 minutes)*

- 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; or 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). *(30 minutes)*

**L. Consent Agenda**

**M. Other Business**

**N. Adjournment**

**FRIDAY RETREAT AND TRAINING**  
**AGENDA**

**February 25, 2022**  
*9:00 a.m. – 1:00 p.m.*

**Dial In: 828-552-4129    Passcode: 138 579 533#**

- A. Annual Board Training** required by N.C.G.S. § 122C-119.1
  - 1. Board Responsibilities and Organizational Compliance – *Tracy Hayes, GC/CCO (30 minutes)*
  - 2. Financial Training – *Larry Hill, Executive VP and Chief Finance Officer (30 minutes)*
  
- B. Boardvantage Board Portal Director Training**  
*Representative, Boardvantage (30 minutes)*
  
- C. NCDHHS Update and Q&A**  
*Secretary Kody Kinsley, DHHS (60 minutes)*
  
- D. 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). *(30 minutes)*
  
- E. Consent Agenda**
  
- F. Other Business**
  
- G. Adjournment**