

**MEETING MINUTES**  
**December 2, 2021**

*The Board of Directors of Vaya Health conducted its regular meeting on Thursday, December 2, 2021, at the DoubleTree by Hilton, located at 115 Hendersonville Rd., Asheville, NC 28803; with PUBLIC ACCESS via electronic communication only (real-time two-way audio and/or visual communication, i.e., telephone and Microsoft Teams).*

<b><i>In Attendance:</i></b>	<b><i>Attending:</i></b>	<b><i>Apologies:</i></b>
Billy Kennedy	X	
Gary Blevins	X (Proxy to Rick French)	
Ira Dove	X	
Carson Ojamaa	X (By Phone)	
Josh Kennedy	X (Proxy to Ira Dove)	
Dr. Tim Fitzsimons	X	
Mike Norris	X	
Nancy Baker	X	
Pat McGinnis	X (By Phone)	
Rick French (Chair)	X	
Ronnie Beale	X	
Patrick Betancourt	X	
Connie Orr		X
Will Wakefield	X (By Phone)	
Ashley Wooten	X	
Kevin King		X
Page Lemel		X
Dakisha "DK" Wesley	X (By Phone)	

**Also attending the December 2, 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; Yvonne French, DHHS Liaison; Trevor Sharp, Service Desk Manager; Mikhail Korolchuk, Service Desk Support Specialist; Melissa Brown, Executive Assistant; Christina Rose Carter, Executive Business Manager & Secretary 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 4:31 p.m.

**B. Approval of Agenda and October 28, 2021 Meeting Minutes:**

Ms. Nancy Baker motioned to approve the agenda and previous meeting minutes, as presented. Dr. Tim Fitzsimons seconded the motion.

Motion unanimously approved.

**C. Public Comment**

No members of the public attended the December 2, 2021 Board of Directors meeting.

**D. Conflict of Interest Disclosure**

No Directors disclosed a conflict of interest at the December 2, 2021 Board of Directors meeting.

**E. Report of the Chair**

Mr. Rick French, Chairman of the Board, addressed the Board of Directors regarding the final meeting of the existing Board of Directors, reappointment for Directors with a term expiring prior to appointment of new At-Large Directors, proposed Bylaws of the Board of Directors of Vaya Health, a proposed retreat for the new Board of Directors, and recognition of a departing Board Director.

Dr. Tim Fitzsimons motioned to approve February 3, 2022 as the next meeting date for the existing Board of Directors. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Mr. Ira Dove motioned to reappoint Nancy Baker, Tim Fitzsimons, Patrick Betancourt, Ira Dove, Page Lemel, and Ashley Wooten to the Board of Directors through February 24, 2022. Mr. Ashley Wooten seconded the motion.

Motion unanimously approved.

Mr. Billy Kennedy inquired regarding the proposed Bylaws of the Board of Directors of Vaya Health, Appendix C: Sample Regional Board Bylaws Article II Section 1.4 Attendance. Mr. Kennedy requested clarification on the rationale between the requirement difference for Board Directors (3 unexcused absences) and Regional Board Members (2 unexcused absences). Ms. Hayes advised, the unexcused absence amount defined for the Board of Directors is consistent with the statute and the Regional Board Members can be adjusted to match. The Board Directors agreed with the requested change; Ms. Hayes advised the change will be implemented as requested.

Mr. Billy Kennedy motioned to approve the proposed Bylaws of the Board of Directors of Vaya Health, revised as requested. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Mr. French advised the Board regarding the proposed retreat date for the new consolidated Board of Directors as February 24-25, 2022.

Mr. French advised the Board, Major Frank Stout, Henderson County Sheriff's Office, has retired from public service and correspondingly resigned from the Vaya Health Board of Directors effective November 4, 2021. The Board of Directors circulated a card for well wishes and appreciation to be shared with Major Stout.

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

Mr. Brian Ingraham, President and CEO, addressed the Board members regarding the Vaya 2.0 alternative Board structure as approved by the NCDHHS Secretary, including the current status of Regional Board appointments submitted from the Boards of County Commissioners for each county. The Regional Boards are targeted to hold their initial meetings during January 2022, at which time they will select their chair and vice chair, who will serve as the Governing Board representatives for each Regional Board.

The Board members and staff reviewed the current Regional Board appointments. Mr. Beale provided insight into the appointed Regional Board members. The Board members and staff discussed the scheduled meeting of the current Vaya County Commissioner Advisory Board for December 8, 2021.

Ms. Tracy Hayes provided an update to the Board regarding BH I/DD Tailored Plan deliverables, highlighting that Vaya has submitted all deliverables on time to date.

Mr. Ingraham and Ms. Hayes then presented information regarding the biennium budget recently signed into law by Governor Roy Cooper. The presented information included impacts to Medicaid, telehealth, Innovations, and direct care workers. Mr. Larry Hill presented information on single stream and Transitions to Community Living funding included in the budget.

Mr. Hill continued by presenting a Vaya and Cardinal consolidation update regarding staffing and leadership efforts including the Transformers group. Ms. Nancy Baker inquired regarding the synergy between Vaya and Cardinal's workforce cultures. Mr. Ingraham responded. Mr. Patrick Betancourt requested the Employee Engagement and Satisfaction survey reports continue and reported to the Governing Board. Mr. Hill responded.

Mr. Hill then presented consolidation cost estimates and targeted reimbursement. Mr. Hill responded to questions as posed by the Board members.

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

Mr. Larry Hill, Executive VP and Chief Finance Officer, presented the financial dashboards to the Board. The presentation included FY21 results from operations, current state of risk reserve, and trended fund balance. Mr. Hill highlighted Vaya's strategy for provider rates across all providers, including those transitioning from Cardinal Innovations.

Mr. Ronnie Beale made a motion to approve Financial Dashboards, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

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

Ms. Carson Ojamaa, PAC President, updated the Board regarding recent developments with the Provider Advisory Council (PAC). Ms. Ojamaa shared that at the November 17, 2021 meeting, the PAC reviewed bylaws revisions and voted to align the PAC regions with the Vaya Regional Board regions. Ms. Ojamaa advised, the PAC asked Cardinal representatives to identify members recommended to be council members in fair representation of geography and populations served. Ms. Ojamaa shared the PAC will be implementing a Barriers Committee.

**I. Report of the Regulatory Compliance & Quality Committee**

Mr. Billy Kennedy updated the Board on the recent presentations and reports provided during the RCQC meeting earlier today. Mr. Kennedy advised the Board, available presentations and reports include operational performance measures, and a 2021 Compliance Week summary. Mr. Kennedy complimented Mr. Marvin Sanders, Ms. Kate Glance, and Dr. Craig Martin. Mr. Kennedy then highlighted that Vaya continues to meet all Super Measures.

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

Ms. Pat McGinnis updated the Board on recent developments with the CFAC. Ms. McGinnis advised the Bylaws workgroup concluded on November 18, 2021, and final revisions were completed on November 29, 2021. Ms. McGinnis thanked Vaya staff including Mr. Ingraham for their consumer support and equal opportunities and inclusion at the table.

**K. Report of the Futures Committee**

Dr. Tim Fitzsimons and Mr. Ronnie Beale, Co-Chairs, updated the Board members on efforts of the Futures Committee.

Mr. Ronnie Beale designated Mr. Mike Norris as his proxy for the remainder of the meeting.

**L. 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).**

Mr. Billy Kennedy made a motion for the Board of Directors to enter closed session. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 6:29 p.m.

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

Motion unanimously approved.

The Board of Directors resumed open session at 6:55 p.m.

**M. Other Business**

No other business was discussed.

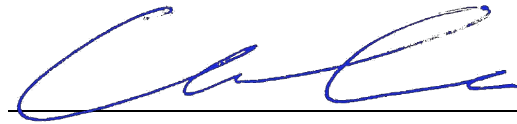
**N. Consent Agenda**

**O. Adjournment**

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

Motion unanimously approved.

Meeting adjourned at 6:56 p.m.



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Christina Rose Carter,  
Executive Business Manager and Secretary to the Board