

MEETING MINUTES
February 3, 2022

The Board of Directors of Vaya Health conducted a special called meeting on Thursday, February 3, 2022, 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).

<i>In Attendance:</i>	<i>Attending:</i>	<i>Apologies:</i>
Billy Kennedy	X (By Phone)	
Gary Blevins	X (Proxy to Rick French)	
Ira Dove	X (By Phone)	
Carson Ojamaa	X (By Phone)	
Josh Kennedy	X (By Phone)	
Dr. Tim Fitzsimons	X (By Phone)	
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 February 3, 2022 Board of Directors meeting:

Brian Ingraham, President & Chief Executive Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Richard Zenn, Chief Medical Officer; Larry Hill, Executive VP & Chief Finance Officer; Rhonda Cox, Executive VP & Chief Population Health Officer; Yvonne French, DHHS Liaison; Trevor Sharp, Service Desk Manager; Mikhail Korolchuk, Service Desk Support Specialist; Melissa Brown, Executive Assistant; Laura Wilkicki, Regional Board Clerk; Christina Rose Carter, Executive Business Manager & Secretary to the Board; and four members of the public (Bob Crayton, Benita Purcell, Kathy Hotelling, Janet Sowers).

A. Call to Order and Roll Call:

Mr. Rick French, Chairman of the Board, called the meeting to order at 4:40 p.m. Ms. Christina Carter facilitated roll call at the request of Chairman French.

Mr. Ronnie Beale shared a message from Ms. Connie Orr to the Board, extending her apology for being unable to attend due to health complications. Board members extended their best wishes to Ms. Orr for a full recovery.

B. Approval of Agenda and December 2, 2021 Meeting Minutes:

Mr. Billy Kennedy motioned to approve the agenda and previous meeting minutes, as presented. Ms. Pat McGinnis seconded the motion.

Motion carries, Mr. Josh Kennedy abstained.

C. Report of the Chair

Mr. Rick French, Chairman of the Board, addressed the Board of Directors regarding the upcoming retreat for the new Board of Directors, which will include mandatory orientation/ annual training and a presentation from NCDHHS Secretary Kody Kinsley.

D. Report of the Chief Executive Officer

Mr. Brian Ingraham, President and CEO, addressed the Board members, introducing Vaya's new Chief Medical Officer, Dr. Richard Zenn. Mr. Ingraham then presented the Vaya Health and Cardinal Innovations consolidation update to the Board including member and provider impact. Mr. Hill then provided an HR update to the Board including onboarding of Cardinal staff transfers. The presentation continued with consolidation information regarding IT systems, finances, and contracting and rates. Ms. Tracy Hayes provided an update to the Board regarding BH I/DD Tailored Plan implementation

E. Report of the Futures Committee

Mr. Ronnie Beale, Co-Chair, presented the futures committee report to the Board. Dr. Fitzsimons thanked the organization and the committee for all of the hard work invested. Mr. Beale began with presenting the Regional Board and CFAC appointments. Ms. Pat McGinnis took an opportunity to welcome Ms. Benita Purcell to the governing Board of Directors. Mr. Beale reviewed the At-Large recommendations developed by the Futures Committee in accordance with the instructions received by the Board of Directors for membership objectives. Mr. Beale offered to the individuals being recommended as an At-Large position to share a brief introduction.

Mr. Ronnie Beale motioned to appoint Mike Norris, Tim Fitzsimons, John Paisley, Dakisha "DK" Wesley, and Ashley Wooten as At-Large directors of the Board of Directors of Vaya Health. Mr. Ira Dove seconded the motion.

Discussion: Mr. Billy Kennedy, Ms. Nancy Baker, and Mr. Ira Dove thanked the committee for the thoughtful consideration and broad representation of the region demonstrated with the At-Large director recommendations.

Motion carries, Mr. Josh Kennedy abstained due to a potential conflict.

Mr. Beale continued the Futures Committee presentation with special recommendations including Ms. Page Lemel to continue as the DHHS Secretary appointment (subject to DHHS Secretary reappointment), and Mr. Patrick Betancourt as an Advisory Director appointed by Chairman French.

Mr. Ira Dove motioned to recommend to the DHHS Secretary reappointment of Ms. Page Lemel to the Board of Directors of Vaya Health. Ms. Pat McGinnis seconded the motion.

Motion carries, Mr. Josh Kennedy abstained due to a potential conflict.

Mr. Rick French advised the Board regarding the Board of Director committee structure and requested that members with interest in serving on a Committee communicate with the Board Secretary. Mr. French advised committee appointments will be announced during the upcoming retreat.

F. Other Business

Mr. French recognized the following individuals for their service on the current Vaya Board on behalf of persons with behavioral health and intellectual/ developmental disability needs in our communities:

1. Gary Blevins, former Wilkes County Commissioner
2. Josh Kennedy, Polk County Health and Human Services Director (will continue to serve as a Regional Board member)
3. Kevin King, Swain County Manager (will continue to serve as a Regional Board member)
4. Connie Orr, Graham County Commissioner (will continue to serve as a Regional Board member)
5. Will Wakefield, Caldwell County DSS Director (will continue to serve as a Regional Board member)

Mr. French then recognized Vaya's retiring Chief Medical Officer, Dr. Craig Martin. The Board shared their appreciation and warm wishes for Dr. Martin.

Ms. Tracy Hayes then reviewed the proposed revisions to the Bylaws of the Board of Directors of Vaya Health. Ms. Hayes highlighted the residence exception provided for directors that are employed by a county within the region. In the case of such exception the director must reside within North Carolina. Ms. Hayes also advised that the General Counsel for NCDHHS confirmed that officials from a county contracted with the LME/MCO for services (including a pilot program or a Health Department) may serve on the Board in a voting capacity, and the Department agrees it is not a conflict of interest.

Mr. Ronnie Beale motioned to approve the recommended revisions to the Bylaws of the Board of Directors for Vaya Health. Ms. Pat McGinnis seconded the motion.

Motion carries, Mr. Josh Kennedy abstained.

G. Consent Agenda

H. Adjournment

Mr. Ronnie Beale made a motion to adjourn. Mr. Nancy Baker seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:01 p.m.



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