

BOARD OF DIRECTORS ANNUAL RETREAT

The Board of Directors of Vaya Health conducted its annual retreat on Thursday, February 24, 2022 AND February 25, 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).

MEETING MINUTES February 24, 2022

<i>In Attendance:</i>	<i>Attending:</i>	<i>Apologies:</i>
Nancy Baker	X	
Ronnie Beale	X	
Patrick Betancourt	X	
Dan Brummitt	X	
Ira Dove	X	
Tim Fitzsimons	X	
Rick French	X	
Cedric Jones		X
Billy Kennedy	X	
Judy Klusman	X	
William Lapsley	X	
Page Lemel	X	
Pat McGinnis	X	
Mike Norris	X	
Carson Ojamaa	X (By Phone)	
John Paisley	X (By Phone)	
Brandon Pittman	X	
Benita Purcell	X	
Dakisha "DK" Wesley	X	
Mary Ann Widenhouse	X	
Ashley Wooten	X	

Also attending the February 24, 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; J.K. Coward, Board Attorney; Yvonne French, DHHS Liaison; Trevor Sharp, Service Desk Manager; Mikhail Korolchuk, Service Desk Support Specialist; Zane Ullman, Service Desk Support Specialist;

Melissa Brown, Executive Assistant; Christina Rose Carter, Executive Business Manager & Secretary to the Board; and two members of the public.

A. Call to Order and Roll Call:

Mr. Rick French, Chairman of the Board, called the meeting to order at 4:23 p.m. Ms. Christina Carter facilitated roll call at the request of Chairman French.

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

Ms. Nancy Baker motioned to approve the agenda and previous meeting minutes, as presented. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

C. Public Comment

No members of the public signed up for public comment for the February 24, 2022 Board of Directors meeting.

D. Conflict of Interest Disclosure

No Board members disclosed a conflict of interest during the February 24, 2022 Board of Directors meeting.

E. Who We Are

Mr. Brian Ingraham, President and CEO, and Ms. Tracy Hayes, General Counsel and Chief Compliance Officer, led the Who We Are presentation to the Board of Directors. The presentation included Vaya's mission, vision, and values, a brief history of the organization highlighting Vaya's 50th year anniversary, public status, Medicaid basics, current operations, and an organizational overview including how Vaya connects with our communities.

F. Report of the Chair

Mr. Rick French, Chairman of the Board, began the report of the Chair by providing an opportunity for Directors and Vaya leadership to introduce themselves to one another.

Mr. Rick French then led the swearing in of all Board members.

Mr. Billy Kennedy motioned to ratify the Bylaws of the Board of Directors of Vaya Health, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Mr. Ira Dove motioned to appoint Mr. Ronnie Beale as Vice Chair of the Board of Directors of Vaya Health, as presented. Mr. Brandon Pittman seconded the motion.

Motion unanimously approved.

Mr. Rick French presented Committee appointments to the Board of Directors.

Mr. Rick French presented the proposed 2022 meeting schedule to the Board members. Mr. Billy Kennedy raised concern regarding his ability to attend Board meetings due to a long-standing scheduling conflict. The Board acknowledged his concern.

Mr. Ronnie Beale motioned to approve the Board of Directors 2022 meeting schedule, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

The Board members entertained a brief recess.

G. Report of the Chief Executive Officer

Mr. Brian Ingraham, President and CEO, presented the report of the CEO to the Board of Directors. The presentation included Vaya's recognition of Black History Month 2022, recent engagement efforts with elected officials, Vaya's north stars including Tailored Plan Readiness, optimizing organizational health, and integrating all staff into a highly productive and cohesive workforce.

The presentation provided an opportunity for Board members to discuss the relationship between the Regional Boards and regional CFACs. Ms. Nancy Baker shared the importance of a consumer report at the regional board level, and gauged interest of interactions between the Regional Boards and the CFAC members. Mr. Billy Kennedy endorsed CFAC participation with the Regional Board meetings by way of information sharing, and even in the reverse where a Regional Board member attends the regional CFAC meeting.

Mr. Ingraham then presented an update on Medicaid Transformation, and asked Ms. Hayes to present the Tailored Plan deliverables update. Ms. Baker asked for insight in where Vaya stands in comparison to the other LME/MCOs. Ms. Hayes responded. Ms. Hayes concluded her portion of the presentation with an overview of NCDHHS Contracts status and the new Medicaid Direct Health Plan.

Ms. Page Lemel complimented Vaya and leadership for their hard work through Medicaid transformation including Tailored Plan and now the Medicaid Direct contract, along with the consolidation with Cardinal Innovations. The Board acknowledged the hard work that staff have invested.

Mr. Ingraham continued the presentation with employee engagement and change management efforts, and concluded his presentation with an update regarding the consolidation with Cardinal Innovations. Ms. Nancy Baker complimented the dedication and commitment of Ms. Stacy Sorrells and Ms. Vanessa Brumfield from the Member and Recipient Outreach and Engagement Team.

H. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, Executive Vice President and Chief Financial Officer, presented the financial report including consolidation costs, YTD results from operations ending in December 2021, Medicaid risk reserve, and trended fund balance.

Mr. Ira Dove motioned to approve the Financial Dashboards and Report, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Mr. Hill presented the FY2122 Budget Revision No. 3, including primary funding enablers.

Mr. Mike Norris motioned to approve the FY2122 Budget Revision No. 3, as presented. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

I. Report of the Provider Advisory Council

Ms. Carson Ojamaa, PAC President, addressed the Board of Directors and provided an update on the recent developments of the Vaya PAC. The report included an update on the new membership including the new nine counties, integrating Innovations Waiver IFDS Employer of Record providers, a Q&A with the NCDHHS Secretary, a statement to be released regarding the methodology around direct care workers, and COVID-19 flexibilities and rates.

J. Report of the Consumer and Family Advisory Council

Ms. Nancy Baker, CFAC Representative, addressed the Board of Directors and provided an update on the recent developments of the CFAC. The report included an overview of CFAC's recent meetings and appointments to the Governing Board, upcoming developments to be completed by CFAC's nominating committee and steering committee, and regional CFAC meetings. Ms. Baker encouraged the Board to communicate to their communities the ongoing recruitment efforts by CFAC for filling vacancies.

K. Closed Session

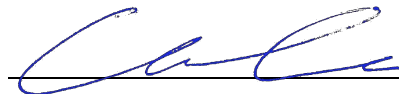
The Board of directors opted to forego closed session for the evening.

L. Adjournment

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

Motion unanimously approved.

Meeting adjourned at 8:55 p.m.



Christina Rose Carter

Executive Business Manager and Secretary to the Board