

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 25, 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 25, 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; Kody Kinsley, NCDHHS Secretary; Yvonne French, NCDHHS Liaison; Annelise Iglesias, Special Assistant to the Secretary; Michael Kennedy, Nasdaq Government

Solutions Customer Success Manager; Taunula Grayson, VP of Compliance; Kevonna Martin, Community Marketing Manager; 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 no members of the public.

Mr. Rick French, Chairman of the Board, called the meeting to order at 9:01 a.m.

Ms. Tracy Hayes introduced Vaya's new Vice President of Compliance, Ms. Taunula Grayson, to the Board of Directors.

A. Annual Trainings

1. **Board Responsibilities and Organizational Compliance** - Ms. Tracy Hayes presented the annual board of directors' compliance and board responsibilities training to the Vaya Health Board of Directors, in accordance with N.C.G.S. § 122C-119.1.
2. **Financial** - Mr. Larry Hill presented the annual board of directors' financial training to the Vaya Health Board of Directors, in accordance with N.C.G.S. § 122C-119.1.

B. Boardvantage Board Portal Director Training

Mr. Michael Kennedy, Nasdaq Government Solutions Customer Success Manager, provided a functional overview of the new Board portal Boardvantage.

C. NCDHHS Update and Q&A

Mr. Kody Kinsley, DHHS Secretary, addressed the Board members in person, sharing a three focus platform:

1. Behavioral Health and resilience
2. Children and family wellbeing
3. Building a strong and inclusive workforce

Board members addressed Secretary Kinsley with questions regarding the 0-3 initiative, bringing service access to low-income counties where raising taxes is not an option, the competitive commercial nature of future state Tailored Plans, and administrative funding to LME/MCOs to compensate for the additional work required by NCDHHS.

Secretary Kinsley responded to all questions and thanked the Board for their time invested.

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; 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).

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

Motion unanimously approved.

The Board of Directors entered closed session at 12:17 p.m.

Mr. Billy Kennedy made a motion for the Board of Directors to resume open session. Mr. Ronnie Beale seconded the motion.

Motion unanimously approved.

Board resumed open session at 12:52 p.m.

E. Other Business


Mr. Ronnie Beale addressed the Regional Board representatives and encouraged them to stay involved. Mr. Beale informed the Board of a new drug on the market causing an uptick in opioid related deaths in North Carolina.

F. Adjournment

Ms. Judy Klusman made a motion to adjourn. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Meeting adjourned at 12:56 p.m.



Christina Rose Carter

Executive Business Manager and Secretary to the Board