

MEETING MINUTES

May 26, 2022

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, May 26, 2022 at the Vaya Health Administrative Offices, located at 200 Ridgefield Court, Suite 218, Asheville, NC; 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>
Nancy Baker	X	
Ronnie Beale	X (Virtual)	
Patrick Betancourt	X	
Dan Brummitt	X (Virtual)	
Ira Dove	X (Virtual)	
Dr. Tim Fitzsimons	X	
Rick French (Chair)		X
Cedric Jones	X (Virtual)	
Billy Kennedy	X	
Judy Klusman	X (Virtual)	
William “Bill” Lapsley	X	
Page Lemel	X (Virtual)	
Pat McGinnis	X (Virtual)	
Mike Norris	X	
Carson Ojamaa	X (Virtual)	
John Paisley	X (Virtual)	
Brandon Pittman		X
Benita Purcell	X (Virtual)	
Dakisha “DK” Wesley	X (Virtual)	
Mary Ann Widenhouse	X (Virtual)	
Ashley Wooten	X	

Also attending the May 26, 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; Kellie Baker, VP of Finance; J.K. Coward, Board Attorney; Yvonne French, DHHS Liaison; Kevonna Martin, Community Marketing Manager; Janet Alexander, Information Security Analyst; Trevor Sharp, Service Desk Manager; Mikhail Korolchuk, Support Specialist; Zane Ullman, Support Specialist; Christina Rose Carter, Executive Business Manager and Secretary to the Board; Shelley King, Regional Board Clerk; and no members of the public.

A. Call to Order and Roll Call:

Mr. Ronnie Beale, Vice Chairman of the Board, called the meeting to order at 4:30 p.m. Ms. Christina Carter, Executive Business Manager and Secretary to the Board, facilitated roll call at the request of Mr. Beale.

B. Approval of Agenda, March 24, 2022 Meeting Minutes and April 5, 2022 Special Called Meeting Minutes:

Ms. Judy Klusman motioned to approve the agenda, March 24, 2022 meeting minutes, and the April 5, 2022 Special Called meeting minutes, as presented. Dr. Tim Fitzsimons seconded the motion.

Motion unanimously approved.

C. Public Comment:

No members from the public offered comment at the May 26, 2022 Board Meeting.

D. Conflict of Interest Disclosure:

No Board members disclosed a conflict of interest at the May 26, 2022 Board Meeting.

E. Report of the Chair:

No Report of the Chair was given at the May 26, 2022 Board Meeting.

F. Report of the Chief Executive Officer:

Mr. Brian Ingraham, President and CEO, expressed deep gratitude for the advocacy work that Board members and community leaders had completed on behalf of Vaya's members concerning the proposed North Carolina Children and Families Specialty Plan (CFSP). Mr. Ingraham discussed continued concerns surrounding the proposed statewide CFSP's impact on Vaya's counties as well as Vaya's ongoing commitment to maintaining the existing strengths of the LME/MCO system focusing on a regionalized model. Mr. Ingraham shared that, in collaboration with North Carolina's other five LME/MCOs, Vaya had created the North Carolina Child and Family Improvement Initiative, which is a joint effort that will ensure the Tailored Plans are aligned in their approach to collaboratively improve care for children served by the child welfare system, including the creation of a statewide network.

Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, provided an update on the overall status of the BH I/DD Tailored Plan (TP) deliverables including a TP Scorecard Executive Summary. Mr. Ingraham presented the Board with the NCDHHS risk mitigation strategy, impacting pharmacy, TCM assignment, and PCP assignment, to ensure all MCOs launch simultaneously on Dec. 1, 2022. Mr. Ingraham explained that this risk mitigation strategy was designed to address negatively trending scorecard and testing data impacting other MCOs, but that Vaya is on track and the Department has not indicated Vaya is one of the MCOs at risk.

Mr. Ingraham and Mr. Larry Hill, Executive VP and Chief Finance Officer, discussed Vaya's collaboration with Alamance County in support of the county's plans to build a Crisis Diversion Center.

Mr. Ingraham shared Governor Cooper's budget recommendations that could affect Vaya Health.

G. Report of the Finance Committee and Finance Officer:

Mr. Larry Hill, Executive VP & Chief Finance Officer, began the Report of the Chief Finance Officer by providing the Board with a Human Resources Update focused on retention and recruitment. Mr. Hill discussed the continuing challenges facing a post-Covid workforce and proposed strategies to help attract qualified personnel to fill key Vaya positions. Mr. Hill stressed that the competitive landscape of the current market presents challenges to filling key staffing needs in technology and care management, and Vaya is also facing an immediate increase in vacant positions due to consolidation and the forthcoming TP implementation. Mr. Hill presented Vaya's plans to offer retention incentives to all staff in FY2023, broken up into three payments beginning in July 2022 and ending in April 2023.

Mr. Hill then presented the financial dashboards to the Board, including FY21-22 Financial Reports ending March 31, 2022. The presentation included YTD Results from Operations, Medicaid Risk Reserve, Trended fund Balance Levels, Inflows Related to Cardinal Integration, and Consolidation Costs respectively. Mr. Hill briefed the Board on Vaya's most recent investment policy.

Mr. Ira Dove made a motion to approve the Financial Dashboards and Reports, as presented. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Mr. Hill presented FY22-23 Projections and Budget Overview. Mr. Hill highlighted Budget Projection Wildcards, the FY22-23 Executive Summary, Membership, Revenue, and Administrative Costs based upon two varying time-frames existent within the FY22-23 budget. Mr. Hill also discussed Financial Solvency Requirements in the current state and in the future Tailored Plan state.

H. Report of the Futures Committee:

Dr. Tim Fitzsimons, Futures Committee member, presented the Futures Committee report to the Board. Dr. Fitzsimons informed the Board that the Futures Committee had reconsidered how the committee could contribute to the governance of Vaya Health in the changing climate. Dr. Fitzsimons stated that the committee is to reconvene next month to examine more closely the possibilities for ongoing preparatory work regarding Board Development, Succession Planning, and Organizational Change.

I. Report of the Provider Advisory Council:

Ms. Carson Ojamaa, PAC President, updated the Board on recent activities including the NCDHHS launch of the *Strategic Plan for Promoting and Expanding Competitive Integrated Employment for Individuals with Intellectual and Developmental Disabilities* on January 20, 2022. The strategic plan focuses on ensuring that individuals with IDD have the opportunity to exercise informed choice in regard to Competitive Integrated Employment (CIE) and meaningful day activities. Ms. Ojamaa explained that with the phased approach to expanding CIE opportunities, NCDHHS originally planned to remove funding from the Adult Developmental Vocational Program (ADVP) settings by July 1, 2022, although this date

has recently been extended. Ms. Ojamaa articulated that the Vaya Health Provider Advisory Council feels removing funding from ADVP settings will negatively impact CIE options for individuals with IDD as removal of ADVPs would eradicate meaningful day activities, work, and community activities which support individuals with IDD and their families. Ms. Ojamaa expressed that the Board has an open invitation from the provider members of the IDD subcommittee to visit a ADVP program in their geographic area.

Ms. Ojamaa informed the Board that the Employee of Record (EOR) subcommittee held an election for officers, developed a mission statement and goals and plans to focus specifically on the Individual and Family Directed Services Handbook, and education. In addition, Ms. Ojamaa discussed that the Barrier subcommittee plans to meet one time per month with meeting agendas driven by survey entries with a focus on identifying barriers and generating solutions. Ms. Ojamaa shared that Rob Macaluso, Fast Track Care Manager Supervisor, recently presented on the Fast Track Process and noted positive outcomes with the process for children involved in DSS who need rapid services and placement.

J. Report of the Consumer & Family Advisory Committee:

Ms. Benita Purcell updated the Board on the recent regional CFAC meetings. CFAC members heard presentations by Vaya Community Relation Directors regarding Tailored Plans and Vaya's readiness activities. Agendas also included updates on the Children and Family Specialty Plan, information on Vaya's Registry of Unmet Needs (RUN) and regional updates. CFAC members participated in State CFAC Legislative Advocacy Day in Raleigh and spoke with members of the General Assembly. Ms. Purcell shared that CFAC members participated in a press conference hosted by Representative Graig Meyer from Chatham County. Ms. Purcell concluded her report with a review of the upcoming meetings and thanked Mr. Brian Ingraham for attending the Town Hall Meeting in Roxboro.

K. Closed Session pursuant to N.C. Gen. Stat. § 143-318.11(a)(1) 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).

Mr. Billy Kennedy made a motion for the Board of Directors to enter closed session. Dr. Tim Fitzsimons seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 6:33 p.m.

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

Motion unanimously approved.

The Board of Directors resumed open session at 6:35 p.m.

L. Other Business:

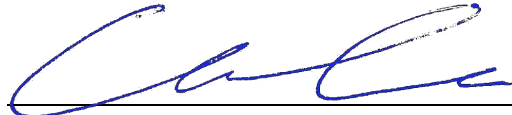
No other business was discussed.

M. Adjournment:

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

Motion unanimously approved.

Meeting adjourned at 6:37 p.m.



Christina Rose Carter

Executive Business Manager and Secretary to the Board