

**MEETING MINUTES**

**June 23, 2022**

*The Board of Directors of Vaya Health conducted its regular meeting on Thursday, June 23, 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).*

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

***Also attending the June 23, 2022 Board of Directors meeting:***

*Brian Ingraham, President & Chief Executive Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Rhonda Cox, Executive Vice President & Chief Population Health Officer; Richard Zenn, Chief Medical Officer; Larry Hill, Executive Vice President & Chief Financial Officer; Robert Webb, Executive Vice President & Chief Information Officer; Emily Bridge, Vice President of Enterprise Change Management; Kellie Baker, Vice President of Finance; J.K. Coward, Board Attorney; Chris Hyland, Consultant; Yvonne French, DHHS Liaison; Mickie Hilbert, MIS Chief of Staff; Vicki Escudero, Financial*

*Reporting & Budget Director; Kevonna Martin, Community Marketing Manager; Melissa Brown, Executive Assistant to CEO & General Counsel; Christina Rose Carter, Executive Business Manager & Secretary to the Board; Shelley King, Regional Board Clerk; and no members of the public.*

Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, welcomed Board members and shared a video commemorating Vaya Health's 50<sup>th</sup> Anniversary Celebration. The video featured Board Members Rick French, Billy Kennedy, Ira Dove, and Nancy Baker, along with providers and staff.

**A. Call to Order and Roll Call**

Mr. Rick French, Chairman, called the meeting to order at 4:31 p.m. Ms. Christina Carter, Executive Business Manager & Secretary to the Board, facilitated roll call at the request of Mr. French.

**B. Public Hearing on the Proposed Vaya Health State Fiscal Year 2022-2023 Budget**

Mr. Mike Norris made a motion to open the public hearing. Mr. Billy Kennedy seconded the motion. Motion unanimously approved.

The Board of Directors opened the public hearing at 4:38 p.m.

No members of the public attended the public hearing for public comment on the Proposed Vaya Health State Fiscal Year 2022/2023 Budget.

Ms. Judy Klusman made a motion to close the public hearing. Mr. Mike Norris seconded the motion. Motion unanimously approved.

The Board of Directors closed the public hearing at 4:40 p.m.

**C. Approval of Agenda and May 26, 2022 Meeting Minutes**

Mr. Ira Dove motioned to approve the Agenda and the May 26, 2022 Meeting Minutes, as presented. Mr. Billy Kennedy seconded the motion. Motion unanimously approved.

**D. Conflict of Interest Disclosure**

No Board members disclosed a conflict of interest at the June 23, 2022 Vaya Health Board meeting.

**E. Report of the Provider Advisory Council (PAC)**

Ms. Carson Ojamaa, PAC President, updated the Board on the June 15, 2022 PAC meeting. Ms. Ojamaa noted that the Vaya PAC continues to have approximately 80 participants and efforts to sustain high attendance is a priority. Ms. Ojamaa updated the Board on the current I/DD Subcommittee focus areas including challenges with Electronic Visit Verification (EVV) and the inability to plan for staffing with quarterly rates. Ms. Ojamaa also provided an update of the Employer of Record (EOR) and Barriers Subcommittees. Ms. Ojamaa reported that Rhonda Cox, Executive Vice President & Chief Population Health Officer presented information on Tailored Plan Care Management. In addition, Donald Reuss, Vice President of Behavioral Health & I/DD Network Operations, introduced the NC Child and Family Improvement Initiative (NCCFII) to the PAC. By a committee vote, the PAC identified a representative to

serve as a key collaborator with other LME/MCO PAC representatives to offer feedback and help drive the NCCFII statewide efforts.

**F. Report of the Joint Futures Committee and Executive Committee occurred in 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); 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. 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 4:53 p.m.

Mr. Mike Norris made a motion for the Board of Directors to resume open session. Ms. Judy Klusman seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 5:51 p.m.

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

Brian Ingraham, President & CEO, discussed the positive launch of the joint LME/MCO NC Child & Family Improvement Initiative (NCCFII). Mr. Ingraham reported Vaya, along with the other North Carolina LME/MCOs, collaboratively identified crucial objectives to minimize or resolve barriers, including the creation of a statewide network, and are working tirelessly towards implementing these objectives by Dec. 2022. Mr. Ingraham explained that each LME/MCO selected a Department of Social Services (DSS) representative to help strengthen collaborative efforts and bring professional expertise and insight into steering the NCCFII as the initiative meets the needs of children statewide through examining hurdles unique to each LME/MCO's member population. Mr. Patrick Betancourt, Vaya Health Board member and Macon County Department of Social Services Director, was selected as Vaya's representative. Mr. Betancourt commended Vaya Health on their vigilant efforts to improve care for foster children and remarked that his department had already seen positive results from the NCCFII.

Mr. Ingraham discussed the status of HB144, Children and Families Specialty Plan (CFSP). Mr. Ingraham explained the bill cleared the Senate, but still had an uncertain future as opposition efforts from counties and LME/MCOs throughout the state had gotten the attention of House Legislators.

Ms. Tracy Hayes, General Counsel and Chief Compliance Officer, provided the Board with a BH I/DD Tailored Plan (TP) update. Ms. Hayes reviewed the TP deliverables progress and the two most recent scorecards provided by NCDHHS. Ms. Hayes advised the Board Vaya is on track for the Dec. 1 launch.

Vaya's marketing campaign for TP is focused on how Vaya Total Care will make it easier for members to get access to medical services, behavioral health care and prescription medications.

**H. Report of the Finance Committee and Financial Officer**

Mr. Larry Hill, Executive Vice President & Chief Financial Officer, began the Report of the Chief Financial Officer by providing the Board with YTD Results from Operations, and continued with Medicaid Risk Reserve, and Trended Fund Balance Levels.

Mr. Mike Norris made a motion to approve the Financial Dashboards and Reports, as presented. Dr. Tim Fitzsimons seconded the motion.

Motion unanimously approved.

Mr. Hill presented the Annual Operating Budget Ordinance for SFY 2022/2023. Chairman, Rick French called for a motion to accept the SFY 2022/2023 Vaya Health Budget.

Mr. Dan Brummitt made a motion to adopt the SFY 2022/2023 Vaya Health Budget, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Mr. Mike Norris commended Mr. Larry Hill and his staff on their assiduous work.

**Dr. Tim Fitzsimons left the meeting, designating Mr. Mike Norris as his proxy.**

**I. Report of the Consumer and Family Advisory Committee (CFAC)**

Ms. Nancy Baker, CFAC Representative, updated the Board on recent CFAC meetings including the June 3, 2022 meeting which fulfilled CFAC's statutory requirement to review and comment on Vaya's proposed budget for SFY 2022/2023. The CFAC Steering Committee met June 13 and received a financial update, reviewed Vaya's Marketing Plan, began planning for the 2022 Vaya CFAC Retreat, discussed Competitive Integrated Employment (CIE) and received regional and community updates. The Steering Committee recommended the formation of a CFAC Competitive integrated Employment Workgroup to coordinate a response to the CIE strategic plan. In addition, the Steering Committee recommended the formation of a CFAC Bylaws Workgroup to focus on amending the CFAC Bylaws to reflect the recent changes to N.C.G.S. § 122C-170 and to begin work on the CFAC Relational Agreement.

**J. Report of the Regulatory Compliance and Quality Committee (RCQC)**

Mr. Billy Kennedy, RCQC Chair, updated the Board on the recent presentations and reports provided during the June 23, 2022 RCQC meeting. Mr. Kennedy advised the Board that available presentations and reports include the Quarterly Comprehensive Performance Reports and SFY 2022/2023 Annual Documents. Mr. Kennedy enthusiastically shared that there are several identified benchmarks where Vaya Health continues to excel above NCDHHS standards and expressed appreciation for Vaya's continued commitment to serving members and recipients with the utmost attention to quality care and service. Mr. Kennedy shared with the Board that the North Carolina Department of Health & Human

Services (NCDHHS) allowed the continuance of the current QM Compliance Plan without new submission until Tailored Plan Go-Live on December 1, 2022.

Ms. Nancy Baker motioned to approve the FY23 Quality Management Documents and FY23 Compliance Plan Extension and Interim Work Plan, as presented. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved

**K. Other Business**

Ms. Tracy Hayes presented Vaya Health’s publicly facing website, [www.vayahealth.com](http://www.vayahealth.com), to the Board Members, highlighting the changes made for Tailored Plan requirement compliance.

The Board voted to approve a Sole Source Purchase Resolution for the purchase of Narcan. Mr. Billy Kennedy made a motion to approve the resolution, as presented. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

The Board voted to approve a Sole Source Purchase Resolution for the purchase of Edifacs. Ms. Nancy Baker made a motion to approve the resolution, as presented. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

The Board voted to approve a Sole Source Purchase Resolution for the purchase of Optuminsight. Mr. Billy Kennedy made a motion to approve the resolution, as presented. Ms. Judy Klusman seconded the motion.

Motion unanimously approved.

**L. Adjournment**

Ms. Judy Klusman made a motion to adjourn. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:32 p.m.



---

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