

**MEETING MINUTES**  
**August 26, 2021**

*The Board of Directors of Vaya Health conducted its regular meeting on Thursday, August 26, 2021 at the Renaissance Asheville Hotel, located at 31 Woodfin Street, Asheville, NC 28801; with PUBLIC ACCESS via electronic communication only (real-time two-way audio and/or visual communication, i.e., telephone and webex).*

<b><i>In Attendance:</i></b>	<b><i>Attending:</i></b>	<b><i>Apologies:</i></b>
Billy Kennedy	X (by phone)	
Gary Blevins	X	
Ira Dove	X (Proxy: Rick French)	
Carson Ojamaa	X (by phone)	
Josh Kennedy	X (Proxy: Will Wakefield)	
Dr. Tim Fitzsimons	X	
Mike Norris	X	
Nancy Baker	X	
Pat McGinnis	X	
Rick French (Chair)	X	
Ronnie Beale	X	
Frank Stout	X (by phone)	
Patrick Betancourt	X	
Connie Orr		X
Will Wakefield	X	
Ashley Wooten	X (by phone)	
Kevin King	X (by phone)	
Page Lemel	X (by phone)	
Dakisha "DK" Wesley	X (by phone)	

**Also attending the August 26, 2021 Board of Directors meeting:**

*Brian Ingraham, President & Chief Executive Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Craig Martin, Chief Medical Officer; Larry Hill, Executive VP & Chief Finance Officer; Robert Webb, Executive VP & Chief Information Officer; Rhonda Cox, Executive VP & Chief Population Health Officer; J.K. Coward, Board Attorney; Yvonne French, DHHS Liaison; Celeste Coruzzi, Veritas Partners; Bill Dixon, Veritas Partners; Byron Castrillon, Dobil Laboratories; Ayodeji Oladosu, Service Desk Support Specialist; Melissa Brown, Executive Assistant; Christina Rose Carter, Executive Business Manager & Secretary to the Board; and no members of the public.*

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

Mr. Rick French, Chairman of the Board, called the meeting to order at 4:33 p.m.

**B. Review & Approval of Agenda, June 24, 2021 Board of Directors Meeting Minutes, and July 28, 2021 Special Called Meeting Minutes:**

Ms. Nancy Baker motioned to approve the agenda, June 24, 2021 Board of Directors Meeting Minutes, and July 28, 2021 Special Called Meeting Minutes, as presented. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

**C. Conflict of Interest Disclosure**

No Board members disclosed a conflict of interest at the August 26, 2021 Board Meeting.

**D. Closed Session pursuant to N.C. Gen. Stat. §143-318.11(a)(6) in order to consider the qualifications, competence, performance, character, fitness, or conditions of appointment, of an individual public officer or employee.**

Ms. Pat McGinnis made a motion for the Board of Directors to enter closed session. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 4:36 p.m. All guests departed with the exception of the EVP and Chief Financial Officer and the General Counsel and Chief Compliance Officer, who were requested by the Chair to remain.

Ms. Nancy Baker made a motion for the Board of Directors to resume open session. Mr. Gary Blevins seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 5:43 p.m.

**Mr. Brian Ingraham, Ms. Carson Ojamaa, Ms. Yvonne French, Ms. Rhonda Cox, Mr. Robert Webb, Dr. Craig Martin, Ms. Melissa Brown, Mr. Ayodeji Oladosu (Vaya tech support), and Mr. Byron Castrillon (venue tech support) rejoined the meeting.**

Mr. Ronnie Beale motioned to approve a 10% pay increase for Vaya CEO Brian Ingraham, with a 25% incentive bonus to be disbursed in three installments over the course of one year, and to authorize the General Counsel and Chief Compliance Officer, Tracy Hayes, and Board Attorney, J.K. Coward to renegotiate the Vaya CEO contract on behalf of the Board of Directors, in accordance with this change and as needed. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

**E. Report of the Chair**

Mr. Rick French, Board Chair, invited Mr. Ronnie Beale to share a summary of the opioid litigation settlement. Mr. Beale addressed the Board regarding the North Carolina Memorandum of Agreement (NC MOA), which

governs how North Carolina would use its share of opioid settlement funds. Mr. Beale shared that under the agreement, 15% of NC settlement funds will go to the state, 80% of NC funds will go to local governments, and 5% will be placed in an incentive fund. The NC MOA includes transparency and accountability measures for the use of opioid settlement funds by local governments. Ms. Hayes advised there is a fact sheet on the NCACC website. Mr. Beale shared he is available to answer questions or share additional information upon request.

Mr. French appointed Ms. Nancy Baker to the Executive Committee.

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

Mr. Brian Ingraham, President and CEO, invited Ms. Tracy Hayes to present Vaya's URAC re-accreditation scores where Vaya achieved 100% in all categories. Ms. Hayes and Mr. Ingraham shared their appreciation for all staff contributing to the re-accreditation, including Chief Medical Officer Dr. Craig Martin and External Review Director Andrea Hartman. Mr. Ingraham then presented Vaya's project timeline, and Tailored Plan readiness.

**G. Report of the Finance Committee and Chief Financial Officer**

Mr. Larry Hill, Executive VP and Chief Finance Officer, presented the Finance report to the Board. The presentation included FY21 results from operations, current state of risk reserve, and trended fund balance.

Dr. Tim Fitzsimons made a motion to approve Financial Dashboards and Reports, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Hill continued by presenting Budget Revision No. 1.

Mr. Patrick Betancourt made a motion to approve Budget Revision No. 1, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

**H. Report of the Provider Advisory Council**

Ms. Carson Ojamaa, PAC President, updated the Board regarding follow-up from the two special PAC sessions held in late June for MH/SU and IDD providers to discuss workforce challenges, attempt to identify system-wide impacts and potential solutions. Ms. Ojamaa advised the Board, with 128 providers in attendance the PAC achieved their highest attendance rate to date which demonstrates the high degree of interest in this topic across a broad number of providers. The PAC formed two workgroups and conducted subsequent follow-up surveys and meetings resulting in the identification of five key areas of impact, as follows: client access to care, quality of care, compliance, staff burnout, and an overall sustainability of providers. Ms. Ojamaa advised the Board, findings from each workgroup will be shared with all LME/MCO Board Chairs, DHHS including NC Medicaid, as well as to representatives from provider member organizations.

Ms. Ojamaa then updated the Board regarding a recent meeting facilitated by Vaya for the Vaya and Cardinal PAC officers. The meeting was beneficial to ensuring alignment regarding PAC goals for the expanded catchment

area. Ms. Ojamaa is working with the Cardinal PAC Chair, Ms. Devon Cornett to schedule a meeting in September for Vaya and Cardinal PAC officers, and members who represent counties and/or client populations.

**I. Report of the Consumer & Family Advisory Committee**

Ms. Pat McGinnis updated the Board on recent developments with the CFAC. Ms. McGinnis shared the first in-person meeting since the beginning of the COVID-19 pandemic was held on August 9 in Lenoir. The meeting included a BH I/DD Tailored Plan update, future CFAC planning, updated confidentiality statements, EOR workgroup, and families first prevention tactics.

**J. Other Business**

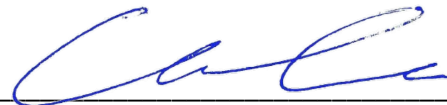
Mr. Rick French, Board Chair, shared a statement on behalf of Board Member Mr. Ira Dove, who was unable to attend the Board meeting due to disaster recovery efforts in Haywood County, NC. In the statement, Mr. Dove expressed his appreciation for Vaya Health, Mr. Donald Reuss, and Ms. Shelly Foreman for getting mental health resources for the community and the work that Vaya Health does in the community.

**K. Consent Agenda**

**L. Adjournment**

Mr. Billy Kennedy made a motion to adjourn. Ms. Nancy Baker seconded the motion.  
Motion unanimously approved.

Meeting adjourned at 6:26 p.m.



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