

**MEETING MINUTES**  
**October 28, 2021**

*The Board of Directors of Vaya Health conducted its regular meeting on Thursday, October 28, 2021 at the Crowne Plaza Resort, located at 1 Resort Drive, Asheville, NC 28806; 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 (by phone)	
Ira Dove	X	
Carson Ojamaa	X (by phone)	
Josh Kennedy		X
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 (by phone)	
Ashley Wooten	X (by phone)	
Kevin King		X
Page Lemel	X (by phone)	
Dakisha "DK" Wesley	X (by phone)	

**Also attending the October 28, 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; Jeremy Hicks, CliftonLarsonAllen, LLP; Rachel Webster, CliftonLarsonAllen, LLP; Melissa Isaacs, Executive Director of Finance; Vicki Escudero, Financial Reporting & Budget Director; Kimberly Hooks, Accounting Manager; Trevor Sharp, Service Desk Manager; Mikhail Korolchuk, 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 4:34 p.m.

**B. Approval of Agenda, August 26, 2021 and August 27, 2021 Board Retreat Meeting Minutes, and September 23, 2021 Special Called Meeting Minutes:**

Ms. Nancy Baker motioned to approve the agenda and previous meeting minutes, as presented. Mr. Ronnie Beale seconded the motion.

Motion unanimously approved.

**C. Conflict of Interest Disclosure**

No Board members disclosed a conflict of interest at the October 28, 2021 Board Meeting.

**D. Presentation of the FY20-21 Independent Audit Report**

Mr. Jeremy Hicks and Ms. Rachel Webster with CliftonLarsonAllen, LLP presented the FY20-21 Independent Audit Report, including required auditor statements and disclosures, to the Board. Mr. Hicks then welcomed questions from the Board members.

Mr. Ronnie Beale made a motion to approve the FY20-21 Independent Audit Report, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

**E. Report of the Chair**

Mr. Rick French, Chairman of the Board, reminded the Board members to communicate with Board Secretary, Christina Rose Carter, if they are interested in attending the i2i Center for Integrative Health December conference in Pinehurst. Mr. French then requested Mr. Ronnie Beale provide an update to the Board regarding the recent 31-county CCAB meeting. Mr. Beale updated the Board on the 31-County CCAB meeting hosted by Vaya on Wednesday October 17 and informed the Board that the next meeting will be on December 8, 2021.

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

Mr. Brian Ingraham, President and CEO, addressed the Board members regarding the Vaya 2.0 alternative Board structure as approved by the DHHS Secretary, including the Regional Boards and appointments needed from the Boards of County Commissioners for each county.

Mr. Ingraham advised, Vaya will be meeting with DHHS in Raleigh in the coming weeks to discuss the Cardinal consolidation timeline and Tailored Plan readiness. Mr. Ingraham reminded the Board members of the Managed Services Agreement with Cardinal that was recently executed. Ms. Tracy Hayes provided an update regarding the Tailored Plan deliverables submission status to DHHS.

Mr. Larry Hill addressed the Board regarding staff health and culture, including the retention strategy implemented earlier this fall.

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

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

Mr. Patrick Betancourt made a motion to approve Financial Dashboards, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Hill continued by presenting Budget Revision No. 2.

Mr. Patrick Betancourt made a motion to approve Budget Revision No. 2, as presented. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

Mr. Hill then requested the Board delay the appointment of the FY21-22 Independent Auditing Firm and authorize Vaya to have the ability to engage CliftonLarsonAllen, LLP for review of the 12/31/2021 Cardinal Innovations audit.

Mr. Ira Dove motioned to delay the appointment of the FY21-22 Independent Auditing Firm and authorize Vaya to have the ability to engage CliftonLarsonAllen, LLP for review of the 12/31/2021 Cardinal Innovations audit.

Mr. Ronnie Beale seconded the motion.

Motion unanimously approved.

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

Ms. Carson Ojamaa, PAC President, updated the Board regarding recent developments with the Provider Advisory Council (PAC). Ms. Ojamaa shared the anticipated completion date for the Vaya 2.0 PAC with the Board. Ms. Ojamaa continued, the 2021 Annual Retreat occurred last Wednesday with both Vaya and Cardinal council members in attendance. The retreat included introductions among Vaya and Cardinal PAC attendees, a brief history of both PACs, the relationship dynamics with their respective LME/MCO. Ms. Ojamaa noted a higher level of integrity, transparency, involvement between the Vaya PAC and Vaya leadership. Attendees discussed differences between the PACs, noting items that have worked for the Cardinal PAC that the council would like to transition to the Vaya 2.0 PAC, e.g., adopting the “barriers” workgroup process. Ms. Ojamaa concluded by sharing all Cardinal CFAC members are welcome to attend Vaya PAC meetings, objectives for the November PAC meeting, and the Cardinal provider perception of Cardinal staff.

Mr. Ronnie Beale designated Mr. Mike Norris as his proxy for the remainder of the meeting.

**I. Report of the Regulatory Compliance & Quality Committee**

Mr. Billy Kennedy updated the Board on the recent presentations and reports provided during the RCQC meeting earlier today. Mr. Kennedy advised the Board, available presentations and reports include the semi-annual provider non-compliance trend, operational performance measures, quarterly performance indicators for compliance and quality, and annual survey results for perceptions of care and provider satisfaction. Mr.

Kennedy highlighted, Vaya continues to meet all Super Measures and the recent EQR resulted in a perfect score of 100%. Mr. Kennedy thanked Vaya staff including Dr. Craig Martin, Chief Medical Officer; Dr. Patty Wilson, VP of Network Performance & Integrity, Mr. Marvin Sanders, VP of Compliance & Quality; and Ms. Kate Glance, Performance Reporting Manager, for their hard work.

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

Ms. Pat McGinnis updated the Board on recent developments with the CFAC. Ms. McGinnis shared the Vaya CFAC members and Cardinal CFAC members have formed a Bylaws Workgroup. This workgroup is tasked with writing the CFAC bylaws that will guide Vaya’s CFAC, inclusive of Vaya and Cardinal CFAC members, in the future. Ms. McGinnis shared the Bylaws Workgroup meeting dates with the Board. In addition to the CFAC Bylaws Workgroup activities, Vaya CFAC members have participated in a variety of Tailored Plan preparation, feedback opportunities, and community events.

**K. 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).**

Mr. Patrick Betancourt made a motion for the Board of Directors to enter closed session. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

The Board of Directors resumed entered closed session at 6:04 p.m.

Ms. Nancy Baker made a motion for the Board of Directors to resume open session. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 6:22 p.m.

**L. Other Business**

Mr. Patrick Betancourt thanked Vaya staff for the opportunity to provide feedback regarding non-emergency medical transportation within the community.

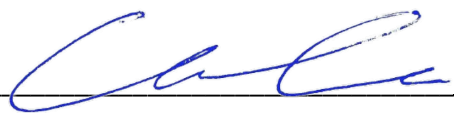
**M. Consent Agenda**

**N. Adjournment**

Ms. Nancy Baker made a motion to adjourn. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:23 p.m.

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