

**BOARD OF DIRECTORS MEETING**

**AGENDA**

**October 27, 2022**

*4:30 – 6:00 p.m.*

*The Board of Directors of Vaya Health will conduct a regularly scheduled Board of Directors meeting at 4:30 p.m. on October 27, 2022 at the Vaya Health office located at 2929 Crouse Lane, Suite B, Burlington, NC 27215. PUBLIC ACCESS will be available via electronic communication only (real-time two-way audio and/or visual communication, i.e., telephone and Microsoft Teams).*

**Dial In: 1-828-552-4129 Passcode: 278 594 458#**

**Microsoft Teams: [Click Here to Join The Meeting](#)**

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

*Rick French, Chair (5 minutes)*

**B. Review & Approval of Agenda, September 21, 2022 Special Called Board of Directors Meeting Minutes, and September 29, 2022 Emergency Called Board of Directors Meeting Minutes**

*Rick French, Chair (3 minutes)*

**C. Conflict of Interest Disclosure**

*Tracy Hayes, General Counsel & CCO (2 minutes)*

**D. Presentation of the FY21-22 Independent Audit Report**

*CliftonLarsenAllen LLP (10 minutes)*

**E. Report of the Chair**

*Rick French, Board Chair (10 minutes)*

1. 2023 Board of Directors Proposed Meeting Schedule – **ACTION REQUIRED**

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

*Brian Ingraham, President & CEO (15 minutes)*

1. Tailored Plan Marketing Update

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

*Larry Hill, Executive VP and Chief Financial Officer (15 minutes)*

1. Approval of Financial Reports – **ACTION REQUIRED**
2. Approval of FY21-22 Independent Audit Report – **ACTION REQUIRED**
3. Bank Account Closure Request – **ACTION REQUIRED**
4. FY22-23 Independent Audit Appointment – **ACTION REQUIRED**

**H. Provider Advisory Council Report**

*Carson Ojamaa, PAC President (5 minutes)*

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

*Nancy Baker, CFAC (5 minutes)*

- J. 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). *(30 minutes)*

**K. Other Business (5 minutes)**

**L. Consent Agenda**

**M. Adjournment**