

## **BOARD OF DIRECTORS MEETING & ANNUAL RETREAT**

**January 26-27, 2023**

*The Board of Directors of Vaya Health will hold its annual Board Retreat and Training on January 26-27, 2023, at the Crest Center & Pavilion, located at 22 Celebration Place, Asheville, NC 28806. The Retreat will include a regular Board of Directors meeting at 4:00 p.m. on Thursday, January 26, 2023, and the annual Board Training required by N.C.G.S. § 122C-119.1 on Friday, January 27, 2023.*

### **REGULAR BOARD MEETING**

#### **AGENDA**

**January 26, 2023**

*4:00 – 8:00 p.m.*

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

*Ronnie Beale, Acting Chair (5 minutes)*

**B. In Memoriam: Rick French**

*Ronnie Beale, Acting Chair*

*Brian Ingraham, President and Chief Executive Officer*

**C. Review and Approval of Agenda and December 1, 2022 Meeting Minutes**

*Ronnie Beale, Acting Chair (3 minutes)*

**D. Public Comment**

*Ronnie Beale, Acting Chair (maximum of 20 minutes)*

**E. Conflict of Interest Disclosure**

*Tracy Hayes, General Counsel & Chief Compliance Officer (2 minutes)*

**F. Report of the Chair**

*Ronnie Beale, Acting Chair (20 minutes)*

1. Introductions and Swearing In of New Regional Board Appointees

2. Appointment of Chair and Vice Chair – **ACTION REQUIRED**
3. Review and Annual Approval of the Bylaws of the Board of Directors of Vaya Health – **ACTION REQUIRED**
4. Appointment(s) to fill Committee Vacancies – **ACTION REQUIRED**

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

*Brian Ingraham, President and Chief Executive Officer (15 minutes)*

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

*Carson Ojamaa, PAC President (5 minutes)*

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

*CFAC Representative (5 minutes)*

**J. Other Business**

1. Sole Source Purchase Resolution (*Tracy Hayes, 2 minutes*)

**\*\*\*BREAK FOR DINNER BUFFET. CLOSED SESSION WILL BE A WORKING DINNER.\*\*\***

- 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; and/or to consult with attorneys pursuant to N.C. Gen. Stat. § 143-318.11(a)(3); and/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). (*60 minutes*)

**L. Motion to Recess until the following day**

**FRIDAY RETREAT AND TRAINING**  
**AGENDA**  
**January 27, 2022**

**\*\*\*Breakfast buffet will be available from 8:00 – 9:00 a.m.\*\*\***

*9:00 a.m. – 12:00 p.m.*

**A. Call to Order and Motion to come out of Recess**

**B. Annual Board Training** required by N.C.G.S. § 122C-119.1

1. Board Responsibilities and Compliance Oversight – *Tracy Hayes, GC/CCO (45 minutes)*
2. Fiscal Management, Budget Development, and Fiscal Accountability Training – *Larry Hill, Executive VP and Chief Financial Officer (30 minutes)*

**C. NCDHHS Update and Q&A**

*Dave Richard, Deputy Secretary for NC Medicaid, NC Department of Health and Human Services (60 minutes)*

**D. Adjournment**

**\*\*\*Boxed Lunches will be available for dining in or taking on the road\*\*\***