

**MEETING MINUTES**

**August 25, 2022**

*The Board of Directors of Vaya Health conducted its regular meeting on Thursday, August 25, 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, Vice Chair</b>		X
<b>Patrick Betancourt</b>	X	
<b>Dan Brummitt</b>	X	
<b>Ira Dove</b>	X (Virtual)	
<b>Dr. Tim Fitzsimons</b>	X	
<b>Rick French, Chair</b>	X	
<b>Cedric Jones</b>	X (Proxy to Dan Brummitt)	
<b>Billy Kennedy</b>	X	
<b>Judy Klusman</b>	X (Virtual)	
<b>William “Bill” Lapsley</b>	X	
<b>Page Lemel</b>	X (Virtual)	
<b>Pat McGinnis</b>	X	
<b>Mike Norris</b>	X	
<b>Carson Ojamaa</b>	X (Virtual)	
<b>John Paisley</b>	X (Virtual)	
<b>Brandon Pittman</b>	X	
<b>Benita Purcell</b>	X (Virtual)	
<b>Dakisha “DK” Wesley</b>		X
<b>Mary Ann Widenhouse</b>	X (Virtual)	
<b>Ashley Wooten</b>	X	

**Also attending the 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; Kevonna Martin, Community Marketing Manager; Chris Hyland, Consultant; Celeste Coruzzi, Veritas Partners; Bill Dixon, Veritas Partners; Yvonne French, DHHS Liaison; Christina Rose Carter, Executive Business Manager & Secretary to the Board; Shelley King, Regional Board Clerk; 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. Ms. Christina Carter, Executive Business Manager & Secretary to the Board, facilitated roll call at the request of Mr. French.

**B. Approval of Agenda, and July 28, 2022 Special Called Board of Directors Meeting Minutes**

Mr. Billy Kennedy motioned to approve the Agenda, and July 28, 2022 Special Called Meeting Minutes, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

**C. Conflict of Interest Disclosure**

No Board Members disclosed a conflict of interest at the August 25, 2022 Board Meeting.

**D. Report of the Chair**

No Report of the Chair was given at the August 25, 2022 Board Meeting.

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

Mr. Brian Ingraham, President & CEO, updated the Board on the projected Tailored Plan (TP) Go-Live date currently scheduled for December 1, 2022. Mr. Ingraham stressed that Vaya Health is ahead of many LME/MCOs in satisfying TP key metrics and continues to make progress towards readiness; however, key metric reports from other LME/MCOs indicate lags in readiness which may present challenges with the NC Department of Health and Human Services' plan to launch the TP collectively on the projected statewide Go-Live date.

Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, provided an update on the overall status of the Tailored Plan (TP) deliverables. In addition, Ms. Hayes shared results from the Onsite Review and expressed appreciation for Vaya Health staff's exemplary work. Ms. Hayes shared Medicaid Direct Deliverables and updated the Board on key metric progress on the TP Scorecard Executive Summary. While Vaya Health continues to lead other LME/MCOs in metric risk ratings, Ms. Hayes disclosed that all LME/MCOs had received a notice of concern from NCDHHS regarding network adequacy. Ms. Hayes stated the notice is standard and explained Vaya's decision to build its own network and contract directly, rather than contracting through a Standard Plan, is proving to be an effective, straightforward approach that is well received.

**F. 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 FYTD Results from Operations Dashboards ending June 30, 2022. Mr. Hill continued with Medicaid Risk Reserve, Trended Fund Balance Levels, June 2022 YTD Results and June 2022 YTD Adjustments Outlook.

Mr. Hill additionally shared FY2022 Care in Review including FY 21/22 Risk Corridor, and Risk Corridor Gap, MLR-Provider Support Recap and FY 22/23 Care Outlook.

Ms. Nancy Baker made a motion to approve the Financial Dashboards and Reports, as presented. Mr. Mike Norris seconded the motion.  
Motion unanimously approved.

The Board voted to approve the Fund Balance Resolution. Mr. Ira Dove made a motion to approve the resolution, as presented. Mr. Mike Norris seconded the motion.  
Motion unanimously approved.

**G. Provider Advisory Council Report**

Ms. Carson Ojamaa, Provider Advisory Council (PAC) President, updated the Board on the most recent PAC meeting that took place on Aug. 17, 2022. Vaya presenters spoke about Quality Management, the Provider Satisfaction Survey, and the Tailored Plan (TP) Operations Manual. Ms. Ojamaa shared that the Barriers Subcommittee met with Vaya leaders, Tracy Hayes, General Counsel & Chief Compliance Officer, and Rhonda Cox, Executive Vice President & CPHO, to discuss concerns and solutions regarding the self-review requirement.

The IDD Subcommittee requested a Vaya organizational chart and a communication flow map for providers. The subcommittee suggested that barriers reported during the IDD Subcommittee meeting should be entered into the Barriers Survey or shared with Jesse Smathers, former Vaya employee and MARC President, or Tommy Duncan, Vaya Training & Special Projects Manager, to improve communication on resolutions regarding identified issues. To improve the feedback loop and communication pathways between PAC and VAYA, items reviewed at PAC meetings or in Provider Touchpoint will be tagged to indicate an official response was raised by the council. Additionally, Ms. Ojamaa also shared the annual PAC Retreat is scheduled for Sep. 21, 2022.

**H. Closed Session – Joint Report of the Futures Committee and Executive Committee 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. Mike Norris made a motion for the Board of Directors to enter closed session. Ms. Pat McGinnis seconded the motion.  
Motion unanimously approved.

The Board of Directors entered closed session at 5:15 p.m.

Ms. Pat McGinnis made a motion for the Board of Directors to resume open session. Mr. Dan Brummitt seconded the motion.  
Motion unanimously approved.

The Board of Directors resumed open session at 6:35 p.m.

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

Mr. Billy Kennedy, RCQC Chair, updated the Board on the recent presentations and reports provided during the August 25, 2022 RCQC meeting. Mr. Kennedy advised the Board that available presentations and reports include the Quarterly Comprehensive Report and the 2021 Provider Satisfaction Survey. The Quarterly Comprehensive Report includes Operational Performance Measures, the Quality Improvement Committee Report, the Compliance Report and Administrative Key Performance Indicators. Mr. Kennedy shared information from the 2021 Provider Satisfaction Survey administered to active providers participating in the 1915(b)/(c) Medicaid Waiver. Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, commended Ms. Rhonda Cox, Executive Vice President & CPHO, and her team for their exceptional work on the Transitions to Community Living Initiative (TCLI) despite the COVID pandemic. Mr. Kennedy added the impact of the housing crisis initiated additional challenges and meeting the metric while facing complicated challenges is to be applauded.

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

Ms. Mary Ann Widenhouse, CFAC Region 1 Representative, updated the Board on the recent regional CFAC meetings. CFAC members heard presentations on Medicaid Transformation featuring Vaya Total Care, updates from Vaya's Board of Directors CFAC representatives, and local community updates. In addition, CFAC members heard presentations from Regional Community Relations Directors concerning the statewide Child and Youth Improvement Initiative, Opioid Settlement Funds, and workforce stabilization efforts. CFAC members recommended sharing the local resource directory on Vaya's website with community leaders and sharing Tailored Plan Care Management with members in addition to providing incentives to attract new members. Additionally, CFAC members recommended that written communication to members meet Department standards including readability but also focus on member understandability. CFAC is planning the 2022 retreat to be held on November 17-18, 2022 in Concord, N.C.

**K. Other Business**

The Board voted to approve the Expanded Catchment Area Resolution, recognizing the addition of the nine counties from Cardinal Innovations Healthcare that chose to align with Vaya Health. Mr. Billy Kennedy made a motion to approve the resolution, as presented. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

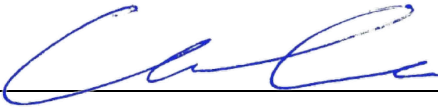
The resolution of the Fund Balance Commitment occurred earlier in the meeting during the Report of the Finance Committee and Financial Officer as recorded above.

**L. Adjournment**

Mr. Dan Brummitt made a motion to adjourn. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:45 p.m.



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