

MEETING MINUTES

October 27, 2022

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, October 27, 2022 at the Vaya Health Office, located at 2929 Crouse Lane, Suite B, Burlington, NC 27215; with PUBLIC ACCESS via electronic communication only (real-time two-way audio and/or visual communication, i.e., telephone and Microsoft Teams).

<i>In Attendance:</i>	<i>Attending:</i>	<i>Apologies:</i>
Nancy Baker	X	
Ronnie Beale, Vice Chair	X (Proxy to Rick French)	
Patrick Betancourt	X	
Dan Brummitt	X	
Ira Dove	X (Virtual)	
Dr. Tim Fitzsimons	X	
Rick French, Chair	X	
Cedric Jones	X (Proxy to Dan Brummitt)	
Billy Kennedy	X	
Judy Klusman	X (Proxy to Billy Kennedy)	
William "Bill" Lapsley	X (Virtual)	
Page Lemel	X (Virtual)	
Pat McGinnis	X (Virtual)	
Mike Norris	X	
Carson Ojamaa		X
John Paisley	X	
Brandon Pittman	X (Virtual)	
Benita Purcell	X	
Dakisha "DK" Wesley	X (Virtual)	
Mary Ann Widenhouse	X (Virtual)	
Ashley Wooten	X (Virtual)	

Also attending the Board of Directors meeting:

Brian Ingraham, President & Chief Executive Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Richard Zenn, Chief Medical Officer; Rhonda Cox, Executive Vice President & Chief Population Health Officer; Larry Hill, Executive Vice President & Chief Financial Officer; Kellie Baker, Vice President of Finance & Healthcare Analytics; Drew Elliot, Vice President of Public Affairs; Steve Martin, Deputy General Counsel; Jeremy Hicks, CliftonLarsenAllen, LLP; Jeanette Williamson, CFAC Representative; 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, September 21, 2022 Special Called Board of Directors Meeting Minutes and September 29, 2022 Emergency Called Board of Directors Meeting Minutes

Mr. Dan Brummitt motioned to approve the Agenda, September 21, 2022 Special Called Board of Directors Meeting Minutes, and September 29, 2022 Emergency Called Board of Directors Meeting Minutes, as presented. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

C. Conflict of Interest Disclosure

No Board members disclosed a conflict of interest at the October 27, 2022 Board of Directors meeting.

D. Presentation of the FY21-22 Independent Audit Report

Mr. Jeremy Hicks with CliftonLarsonAllen, LLP presented the FY21-22 Independent Audit Report to the committee, including the required auditor statements and disclosures. Mr. Hicks noted Vaya is in good financial standing with no material instances of non-compliance with laws and regulations governing the federal or state programs, and no material weaknesses in internal control over financial reporting identified.

Mr. Mike Norris made a motion to approve the FY21-22 Independent Audit Report, as presented. Dr. Tim Fitzsimons seconded the motion.

Motion unanimously approved.

Mr. Jeremy Hicks and Ms. Kellie Baker left the meeting.

E. Report of the Chair

Mr. Rick French, Chair, presented the 2023 Board of Directors Proposed Meeting Schedule. Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, stated there has been interest in rotating meeting locations to be sensitive to the driving times of all Board members. Ms. Christina Rose Carter, Executive Business Manager & Secretary to the Board, informed the Board the January Board Retreat would be held in Asheville at the Crest Center. The Board discussed meeting in Asheville January, May, June, and October, and rotating for March and August. The November meeting will be moved to December to follow the Insight to Innovation (i2i) Conference in Winston Salem with an exact location, date and time to be determined. The Board discussed that having the Board meeting at the conclusion of the i2i Conference might be more convenient for Board members and may increase conference participation.

Ms. Benita Purcell made a motion to adopt the 2023 Board of Directors Proposed Meeting Schedule with the revisions noted. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

F. Report of the Chief Executive Officer

Mr. Brian Ingraham, President & CEO, introduced new additions to Vaya Leadership: Mr. Drew Elliot, Vice President of Public Affairs, and Mr. Steve Martin, Deputy General Counsel.

Mr. Ingraham shared with the Board a service access and provider stability update. Mr. Ingraham provided the Board with a Provider Staffing Stabilization Plan and noted deficits in available qualified staff could be further impacted by the initiation of Tailored Care Management which will draw an even larger demand for staff. In addition, the possibility of Medicaid expansion could also be a factor in the future. Mr. Ingraham stressed provider stabilization has a direct impact on member care and utilizing Regional Boards and a statewide approach to combat service access and provider stability is essential. Mr. Ingraham communicated with the Board the possibility of exploring grant funding, specifically the Dogwood Health Trust, to use grant funding to help combat the significant healthcare challenges in Western North Carolina.

Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, provided an update on the overall status of the Tailored Plan (TP) deliverables through October 31, 2022 and onsite review open items. Ms. Hayes shared the Tailored Plan Scorecard Executive Summary explaining that Vaya had received an erroneous red (high risk) score due to a mistake on the part of NCDHHS. Due to Vaya staff's diligent recordkeeping and dedication to staying abreast of changing data, the error was quickly recognized. NCDHHS re-evaluated readiness open items V002 and V003 and both items are now marked closed. Ms. Hayes shared with the Board Vaya Health's October 7 scorecard correction and revised TP Scorecard highlighting that Vaya Health has no elevated risk ratings and is the only LME/MCO with no elevated risk ratings since the scorecard was implemented.

Mr. Ingraham shared with the Board that Mr. Patrick Betancourt, Board Member and Macon County DSS Director, will be a panelist at the upcoming i2i Conference in Pinehurst, where the LME/MCOs will lead a discussion supporting the work of the NC Child and Family Improvement Initiative (NCCFII). The NCCFII is working to demonstrate that the Department's plan to implement a statewide foster care waiver is unnecessary and counterproductive. Ms. Christina Carter, Executive Business Manager & Board Secretary, invited all Board members who had not signed up for the conference to alert her as to their desire to attend.

Concluding, Ms. Tracy Hayes provided the Board with a Tailored Plan Marketing Update describing Vaya's two TP marketing campaigns including billboards, radio ads, and television ads by county. In addition, Ms. Hayes shared with the Board that Vaya's additional marketing materials consist of flyers, videos, social media, and website marketing, which includes accessibility requirements.

G. Report of the Finance Committee and Financial Officer

Mr. Larry Hill, Executive Vice President & Chief Financial Officer, presented Vaya's financials to the Board including FY21-22 financial reports and dashboards ending in August 31, 2022. The presentation included financial key performance indicators and Tailored Plan financial viability metrics.

Mr. Mike Norris made a motion to approve the Financial Dashboards and Reports, as presented. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

The Board voted to approve the closure request of the PNC Business Checking account in order to better utilize funds for investment purposes with Wells Fargo and North Carolina Capital Management Trust.

Mr. Mike Norris made a motion to approve the closure request of the PNC bank account, as presented.

Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Mike Norris made a motion to recommend that the Vice President of Finance and Healthcare Analytics, Disbursements Manager, and Special Programs Manager be granted the authority for disbursements review, as presented Mr. Hill during the Finance Committee meeting. Ms. Benita Purcell seconded the motion.

Motion unanimously approved.

The Board discussed the FY22-23 Independent Audit Appointment. Mr. Mike Norris made a motion to renew CliftonLarsenAllen, LLP's contract for one year with the understanding among the Board that for FY23-24 the contract will go to bid. Mr. Rick French seconded the motion.

Motion unanimously approved.

H. Provider Advisory Council Report

There was no Provider Advisory Council Report at the October 27, 2022 Board meeting.

I. Consumer & Family Advisory Committee Report

Ms. Nancy Baker, CFAC Representative, provided the Board with a CFAC update including meetings held in October. CFAC agendas included updates from the Vaya Health Board of Directors by CFAC representatives, local community updates by CFAC members, presentations by Vaya's Community Relations Regional Directors, 2022-2024 Crisis Service Plan and planning of the annual CFAC retreat. October recommendations included the inclusion of CFAC members' input on the Crisis Service Plan, that members have input into DHHS leadership roles - specifically the IDD leadership role, and that more information about the care management agency be shared with members to enable more informed choice. Ms. Baker explained that CFAC's recommendations fulfill the requirements for N.C.G.S. § 122C-170. Additionally, Ms. Baker shared upcoming CFAC events that included Vaya's Steering Committee meeting scheduled for November 14 and the CFAC retreat scheduled for November 17-18 in Concord. Lastly, Ms. Baker shared that the CFAC Bylaws Workgroup has updated Bylaws to align with revised statute language and is working to develop a relational agreement between CFAC and the Regional Board under the guidance of Ms. Tracy Hayes, General Counsel & Chief Compliance Officer.

Ms. Benita Purcell shared the CFAC sub-workgroup has been working on integrated supported employment and has contacted Disability Rights and state leaders. A meeting is being scheduled to discuss their concerns.

- 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).**

Mr. Billy Kennedy made a motion for the Board of Directors to enter closed session. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 5:56 p.m.

Dr. Tim Fitzsimons made a motion for the Board of Directors to resume open session. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 6:07 p.m.

K. Other Business

No other business was discussed.

L. Adjournment

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

Motion unanimously approved.

Meeting adjourned at 6:11 p.m.



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