

MEETING MINUTES

December 1, 2022

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, December 1, 2022 at the Vaya Health Administrative Offices, located at 200 Ridgefield Court, Suite 218, Asheville, NC 28806; 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	
Patrick Betancourt		X
Dan Brummitt	X	
Ira Dove	X	
Dr. Tim Fitzsimons	X	
Rick French, Chair		X
Cedric Jones		X
Billy Kennedy	X	
Judy Klusman	X (Virtual)	
William "Bill" Lapsley		X
Page Lemel	X (Virtual)	
Pat McGinnis	X	
Mike Norris	X	
Carson Ojamaa	X	
John Paisley	X (Virtual)	
Brandon Pittman	X	
Benita Purcell	X (Virtual)	
Dakisha "DK" Wesley	X (Virtual)	
Mary Ann Widenhouse	X (Proxy to Pat McGinnis)	
Ashley Wooten	X	

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; Steve Martin, Deputy General Counsel; Yvonne French, DHHS Liaison; Kevonna Martin, Community Marketing Manager; J.K. Coward, Board Attorney; Christina Rose Carter, Executive Director & Secretary to the Board; Shelley King, Regional Board Clerk; and no members of the public.

A. Call to Order and Roll Call

Mr. Ronnie Beale, Vice Chairman of the Board, called the meeting to order at 4:33 p.m. Ms. Christina Carter, Executive Director & Secretary to the Board, facilitated roll call at the request of Mr. Beale.

B. Approval of Agenda and the October 27, 2022 Meeting Minutes

Ms. Nancy Baker motioned to approve the Agenda and October 27, 2022 Meeting Minutes, as presented. Mr. Ronnie Beale seconded the motion.

Motion unanimously approved.

C. Public Comment

There was no public comment.

D. Conflict of Interest Disclosure

No Board members disclosed a conflict of interest at the December 1, 2022 Board of Directors meeting.

E. Report of the Chair

Mr. Ronnie Beale, Vice Chair, led the Board in a moment of silence in memoriam of Mr. Ed Tarleton, former Vaya Health Board member, Ms. Frances Kennedy, mother of Board member, Billy Kennedy and Ms. Jane Harris, Director of Utilization Management at Partners Behavioral Health Management.

Ms. Christina Carter, Executive Director and Secretary to the Board, shared the Master Appointments Log noting that Governing Board member terms expiring December 31, 2022 included Mr. Rick French and Mr. John Paisley. Ms. Tracy Hayes, General Counsel & Chief Compliance Officer reminded the Board that when the new consolidated Vaya Health Board was established, terms were staggered so that all Board member terms would not end at the same time.

Mr. Mike Norris made a motion to re-appoint Board members, Mr. Rick French and Mr. John Paisley to a three-year term on the Vaya Health Board of Directors. Mr. Ashley Wooten seconded the motion.

Motion unanimously approved.

Ms. Judy Klusman joined the meeting.

Ms. Hayes shared that the Vaya Health Governing Board had two vacant at-large seats. The Board discussed that, due to the results of recent elections, Mr. Ronnie Beale and Mr. Billy Kennedy would no longer be eligible to serve on a Regional Board or serve as a Regional Board appointee to the Governing Board.

Ms. Nancy Baker made a motion to appoint Mr. Ronnie Beale and Mr. Billy Kennedy to the vacant at-large seats on the Vaya Health Board of Directors. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Mr. John Paisley joined the meeting.

F. Report of the Chief Executive Officer

Mr. Brian Ingraham, President & CEO, shared with the Board details of the upcoming Vaya Health Winter Holiday Event to be held on December 15, 2022 in Tryon, NC.

Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, provided an update on the overall status of the Tailored Plan (TP) deliverables through December 1, 2022 and onsite review open items. Ms. Hayes shared the Tailored Plan Scorecard Executive Summary explaining that Vaya is leading other LME/MCOs in risk ratings with no elevated risk ratings to date. Ms. Hayes also shared the Medicaid Direct Score Card Executive Summary, which demonstrates that Vaya is on target for the upcoming April 1, 2023 TP launch.

Mr. Ingraham shared with the Board that the NCDHHS Enrollment Broker had disseminated an erroneous letter to approximately 27,000 beneficiaries stating they were no longer enrolled with their LME/MCO. Mr. Ingraham expressed concern for members as TP change is already disruptive and encouraged Board Members to continue sharing with members of their respective communities that enrollment has not changed.

Additionally, Mr. Ingraham shared that December 1 was the soft launch of Tailored Care Management (TCM). Ms. Rhonda Cox, Executive Vice President & Chief Population Health Officer, presented an overview of Tailored Care Management, highlighting the differences between TCM and Care Coordination. Lastly, Ms. Cox shared that all populations who currently qualify for TCM will continue to qualify after the April 1, 2023 Tailored Plan launch, and certain other populations will also qualify based on diagnoses and/or qualifying events.

G. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, Executive Vice President & Chief Financial Officer, presented Vaya's financials to the Board including FY22-23 financial reports and dashboards ending September 30, 2022. The presentation included financial key performance indicators including Tailored Plan financial viability metrics and medical loss ratio compared to treatment ratio, and provider support during the ongoing Public Health Emergency (PHE) including rates and comparisons to December 1, 2022. Concluding, Mr. Hill presented an investment strategy update and provided the Board with a Vaya Health total profitability report as of September 30, 2022.

Mr. Ronnie Beale left the meeting.

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

Motion unanimously approved.

H. Regulatory Compliance & Quality Committee Report

Mr. Billy Kennedy, RCQC Chair, updated the Board on the recent presentations and reports provided during the December 1, 2022 RCQC meeting. Mr. Kennedy advised the Board the available Quarterly Comprehensive Performance Report includes Quality Improvement Metrics, Compliance Metrics, and Administrative Key Performance Indicators. Mr. Kennedy noted Vaya is still meeting all super measures and continues to lead other LME/MCOs in North Carolina. Mr. Kennedy shared that staffing remains a challenge across the state and commended Vaya on meeting measures despite challenges. In addition, Mr. Kennedy shared with the Board that the Transition to Community Living (TCLI) team has performed extremely well and commended the team on their work.

I. Provider Advisory Council Report

Ms. Carson Ojamaa, Provider Advisory Council (PAC) President, updated the Board on recent activities including the last meeting held on November 16, 2022 with 80 in attendance. Ms. Carson noted the IDD Subcommittee discussed the implications of the Samantha R. order, and the continued Direct Support Professional crisis. Next, Ms. Carson shared the council's focus on attracting participants from health fields to ensure the council is reflective of the Tailored Plan provider network. Lastly, Ms. Carson shared the PAC received a presentation on Tailored Care Management Go-Live.

J. Consumer & Family Advisory Committee Report

Ms. Pat McGinnis, CFAC Representative, provided the Board with a CFAC update noting the CFAC retreat occurred on November 17-18 in Concord, N.C. The retreat included presentations from various state leaders and Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, regarding the draft Relational Agreement between CFAC and the Vaya Health Board of Directors as well as an overview of the due process letter templates mandated by NCDHHS, and an informal question and answer session with Mr. Brian Ingraham, President & CEO. Additionally, Ms. McGinnis shared CFAC's Competitive Integrated Employment (CIE) workgroup has continued discussions with Disability Rights of NC (DRNC) and elected officials about the CIE Memorandum of Understanding. Lastly, Ms. McGinnis shared that several CFAC members will be attending the i2i Conference in Pinehurst and the upcoming CFAC meeting dates.

Ms. Benita Purcell shared that CFAC has not heard from DRNC regarding the requested meeting regarding the CIE Memorandum of Understanding, but the group has received positive responses from elected officials and has requested help in coordinating a meeting.

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); 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. Nancy Baker seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 6:03 p.m.

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

Motion unanimously approved.

The Board of Directors resumed open session at 6:55 p.m.

L. Other Business

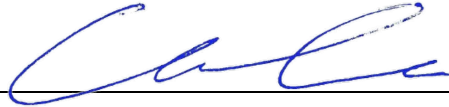
No other business was discussed.

M. Adjournment

Mr. Billy Kennedy made a motion to adjourn. Mr. Brandon Pittman seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:56 p.m.



Christina Rose Carter,
Executive Director & Secretary to the Board