

**BOARD OF DIRECTORS ANNUAL RETREAT**

*The Board of Directors of Vaya Health conducted its annual retreat on Thursday, January 26, 2023 & January 27, 2023 at the Crest Center and Pavilion, located at 22 Celebration Place, Asheville, NC 28806; with in-person attendance only.*

**MEETING MINUTES  
 January 26, 2023**

<b><i>In Attendance:</i></b>	<b><i>Attending:</i></b>	<b><i>Apologies:</i></b>
Nancy Baker	X	
Ronnie Beale	X	
Patrick Betancourt	X	
Dan Brummitt	X	
Ira Dove	X	
Tim Fitzsimons	X	
Billy Kennedy	X	
Judy Klusman	X	
William Lapsley	X	
Page Lemel	X	
Russ May	X (Proxy to Dan Brummitt)	
Pat McGinnis	X	
Mike Norris	X	
Connie Orr		X
Carson Ojamaa	X	
John Paisley		X
Brandon Pittman	X	
Benita Purcell	X (Proxy to Nancy Baker)	
Dakisha "DK" Wesley	X	
Mary Ann Widenhouse	X	
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; Larry Hill, Executive Vice President & Chief Financial Officer; Rhonda Cox, Executive Vice President & Chief Population Health Officer; Robert Webb, Executive Vice President and Chief Information Officer; Steve Marin, Deputy General Counsel; J.K. Coward, Board Attorney; Mickie Hilbert, ISD Chief of Staff; Mikhail Korolchuk, Service Desk Support Specialist; 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, acting Chairman of the Board, called the meeting to order at 4:07 p.m. Ms. Christina Rose Carter, Executive Director & Secretary to the Board, facilitated roll call at the request of Mr. Beale.

**B. In Memoriam: Rick French**

Mr. Ronnie Beale shared with the Board the obituary of Mr. Rick French, Vaya Health Board Chair, who passed away on December 24, 2022. Mr. Beale noted that Mr. French's local government career spanned 46 years in which he remained attentively dedicated to serving others.

Mr. Brian Ingraham, President & Chief Executive Officer, expressed appreciation for Mr. French's service to Vaya Health over the past 10 years. Mr. Beale led the group in a moment of silence to honor Mr. French. Board members were invited to share memories and words of tribute.

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

Ms. Nancy Baker motioned to approve the Agenda and December 1, 2022 Meeting Minutes, as presented. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

**D. Public Comment**

No members of the public signed up for public comment for the January 26, 2023 Board of Directors meeting.

**E. Conflict of Interest Disclosure**

No Board members disclosed a conflict of interest during the January 26, 2023 Board of Directors meeting.

**F. Report of the Chair**

Mr. Ronnie Beale, Acting Chair, requested that Ms. Hayes provide an overview of the current status of Board and Committee appointments. Ms. Hayes shared with the Board that newly appointed Governing Board Members include Mr. Russ May, Region 4, and Ms. Connie Orr, Region 1, both of whom were appointed by their respective Regional Boards as Vice Chairs. Mr. May and Ms. Orr were unable to attend the Board Retreat and will be sworn in at the next Vaya Health Board of Directors meeting scheduled for March. Mr. Ashley Wooten was appointed to serve as Vice Chair of the Region 3 Board and vacated an At-Large seat.

Ms. Hayes opened the floor for Vaya Health Governing Board Chair nominations. Mr. Ira Dove motioned to appoint Mr. Ronnie Beale as Chair of the Board of Directors of Vaya Health. Ms. Judy Klusman seconded the motion.

Motion unanimously approved.

Mr. Billy Kennedy motioned to appoint Mr. Dan Brummitt as Vice Chair of the Board of Directors of Vaya Health. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

Ms. Christina Rose Carter, Executive Director & Secretary to the Board, displayed the current Bylaws of the Board of Directors of Vaya Health with amendments. Dr. Tim Fitzsimons motioned to approve the Bylaws of the Board of Directors of Vaya Health, as presented. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

Mr. Ronnie Beale presented Committee appointments to the Board of Directors. Mr. Mike Norris nominated Mr. Dan Brummitt to the Finance Committee. Mr. Beale, as Board Chair, approved the appointment. No vote is required pursuant to the Bylaws.

Mr. Ronnie Beale appointed Dr. Tim Fitzsimons to the Executive Committee. No vote is required pursuant to the Bylaws.

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

Mr. Brian Ingraham, President and CEO, presented the report of the CEO to the Board of Directors. The presentation included the Department of Health and Human Services (DHHS) legislative updates as well as a report on the North Carolina Child and Family Improvement Initiative (NCFI).

Mr. Ingraham continued with an update on Tailored Plan (TP) readiness including a deliverables status update, onsite open items, and upcoming live session demos including pharmacy POS, call center service lines and the Healthy Opportunities Pilot (HOP) program providing non-medical services to qualifying Medicaid members. Mr. Ingraham concluded the presentation by providing a Tailored Plan Scorecard Executive Summary and a Medicaid Direct Scorecard Executive Summary. Mr. Ronnie Beale noted that Vaya remains ahead of other LME/MCOs with on-target risk ratings and expressed appreciation for Vaya's dedicated work on TP readiness. Ms. Mary Ann Widenhouse asked for clarification on the differences between Tailored Plan (TP) and Medicaid Direct. Mr. Ingraham responded.

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

Ms. Carson Ojamaa, Provider Advisory Council (PAC) President, provided an update on the recent developments of the Vaya PAC. Ms. Ojamaa shared an update on the PAC's focus to recruit new membership that includes representation of all professional groups involved in the new Tailored Plan (TP) network. Ms. Ojamaa reported the PAC held two focus group meetings and attendance included representation from hospitals, clinically integrated networks, Certified Community Behavioral Health Clinics (CCBH), pharmacy, and primary care. Ms. Ojamaa explained that moving forward, the PAC will be developing a communication matrix, identifying audiences and information relevant to the audiences, and creating a feedback loop. Ideas include adding project oriented ad hoc meetings and using Vaya performance metrics to target measures that represent the intersection between physical and

behavioral health. In addition, Ms. Ojamaa shared the PAC will be working on revisions to bylaws once membership for the council is defined.

Mr. Beale inquired about provider stabilization, which is a concern across Vaya's catchment area. Ms. Ojamaa suggested opening communication between the Regional Boards and the PAC to allow Regional Boards to share identified concerns directly with the PAC. Mr. Ingraham concurred and suggested adding regional PAC representation to Regional Board meetings.

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

Ms. Nancy Baker, Consumer and Family Advisory Committee (CFAC) Representative provided an update on the recent developments of the CFAC. The report included an overview of CFAC's recent steering committee meeting, including recommendations that the required view period for NCDHHS approval of marketing and educational materials be reduced to six weeks, that the current marketing campaign be shared with providers to afford higher visibility to members, and that the CFAC Bylaw Workgroup meet to finalize CFAC regional agreement and bylaw changes. In addition, Ms. Baker shared that members of the CFAC Competitive Integrated Employment (CIE) workgroup will be attending a meeting with elected officials and Deputy Secretary for NC Medicaid, Dave Richard, on February 1 regarding the CIE Memorandum of Understanding. Ms. Baker concluded by providing an overview of upcoming CFAC events.

**J. Other Business**

The Board voted to approve the purchase of apparatus, supplies, materials, or equipment from SHI International Corporation pursuant to N.C.G.S. § 143-129(e)(6). Mr. Mike Norris made a motion to approve the Sole Source Purchase Resolution, as presented. Mr. Dan Brummitt seconded the motion. Motion unanimously approved.

The Board entertained a short break for 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; 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. Ashley Wooten made a motion for the Board of Directors to enter closed session. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 5:59 p.m.

Ms. Page Lemel made a motion for the Board of Directors to resume open session. Ms. Judy Klusman seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 7:04 p.m.

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

Mr. Ronnie Beale, Chairman of the Board, called for the Board of Directors meeting to enter into recess at 7:15 p.m. on January 26, 2023.

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**MEETING MINUTES  
January 27, 2023**

<b><i>In Attendance:</i></b>	<b><i>Attending:</i></b>	<b><i>Apologies:</i></b>
Nancy Baker	X	
Ronnie Beale	X	
Patrick Betancourt	X	
Dan Brummitt	X	
Ira Dove	X	
Tim Fitzsimons	X	
Billy Kennedy	X	
Judy Klusman	X	
William Lapsley		X
Page Lemel	X	
Russ May	X (Proxy to Dan Brummitt)	
Pat McGinnis	X	
Mike Norris	X	
Connie Orr		X
Carson Ojamaa	X	
John Paisley		X
Brandon Pittman	X	
Benita Purcell	X (Proxy to Nancy Baker)	
Dakisha "DK" Wesley	X	
Mary Ann Widenhouse	X	
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; Larry Hill, Executive Vice President & Chief Financial Officer; Rhonda Cox, Executive Vice President & Chief Population Health Officer; Robert Webb, Executive Vice President and Chief Information Officer; Steve Marin, Deputy General Counsel; Mickie Hilbert, ISD Chief of Staff; Dave Richard, Deputy Secretary for NC Medicaid, NC Department of Health and Human Services;*

*Kelly Crosbie, Deputy Director, Quality and Population Health for NC Medicaid, NC Department of Health and Human Services; Trevor Sharp, Service Desk Manager; Mikhail Korolchuk, Service Desk Support Specialist; Zane Ullman, Service Desk Support Specialist; 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 Motion to come out of Recess**

Mr. Ronnie Beale, Chairman of the Board, called for the Board of Directors meeting to resume at 9:20 a.m. on January 25, 2023. Ms. Christina Carter, Executive Director & Secretary to the Board, facilitated roll call at the request of Mr. Beale.

**Ms. Judy Klusman joined the meeting.**

**B. Annual Trainings**

1. **Financial** – Mr. Larry Hill, Executive Vice President & Chief Financial Officer, presented the annual board of directors’ financial training to the Vaya Health Board of Directors, in accordance with N.C.G.S. § 122C-119.1.
2. **Board Responsibilities and Organizational Compliance** – Ms. Tracy Hayes presented the annual board of directors’ Tailored Plan (TP) compliance and board responsibilities training to the Vaya Health Board of Directors, in accordance with N.C.G.S. § 122C-119.1.

Mr. Dan Brummitt suggested that Vaya provide a copy of *The Vaya Playbook*, a document designed to create clarity around Vaya’s approach to organizational health and Vaya’s short-term strategic plan, to new and existing County Commissioners. Mr. Ingraham agreed to ensure the Community Relations Team would follow through on this request.

**Ms. Rhonda Cox, Mr. Robert Webb and Dr. Richard Zenn joined the meeting.**

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

Mr. Dave Richard, Deputy Secretary for NC Medicaid, NC Department of Health and Human Services, and Ms. Kelly Crosbie, the newly-appointed Director for the Division of Mental Health, Developmental Disabilities, and Substance Abuse Services (MH/DD/SAS), addressed the Board members via Microsoft Teams.

Mr. Richard updated the Board on Tailored Plan (TP) Go-Live status.

Ms. Kelly Crosbie began by sharing the upcoming priorities of the Division of MH/DD/SAS. The priorities included the Department’s focus on moving forward with vision through developing a strategic plan, measuring success, honoring consumers’ voices, and emphasizing equitable access to services. In addition, Ms. Crosbie expressed the Department’s commitment to quality through data evaluation, grant program planning, and increasing certification opportunities for providers. Ms. Crosbie concluded the presentation with a focus on NCDHHS priorities including highlighting North Carolina’s Olmstead

Plan, creating a strong and inclusive workforce, enhancing and expanding services, and promoting the integration of physical and behavioral health.

**Ms. Carson Ojamaa, Mr. Trevor Sharp, Mr. Mikhail Korolchuk, and Mr. Zane Ullman left the meeting.**

**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).**

Mr. Dan Brummitt made a motion for the Board of Directors to enter closed session. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 11:40 p.m.

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

Motion unanimously approved.

Board resumed open session at 12:22 p.m.

**M. Adjournment**

The Board acknowledged the hard work and dedication of Vaya staff.

Ms. Judy Klusman made a motion to adjourn. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

Meeting adjourned at 12:24 p.m.



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Christina Rose Carter,  
Executive Director & Secretary to the Board