

MEETING MINUTES
March 23, 2023

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, March 23, 2023 at the Vaya Health Office, located at 2929 Crouse Lane, Suite A, 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	X	
Patrick Betancourt	X	
Dan Brummitt	X (Proxy to Ronnie Beale)	
Ira Dove	X	
Tim Fitzsimons	X (Proxy to Billy Kennedy)	
Billy Kennedy	X	
Judy Klusman	X (Proxy to Billy Kennedy)	
William Lapsley	X (Virtual)	
Page Lemel	X (Virtual)	
Russ May	X	
Pat McGinnis	X	
Mike Norris	X	
Connie Orr		X
Carson Ojamaa	X (Virtual)	
John Paisley	X (Proxy to Ronnie Beale)	
Brandon Pittman	X	
Benita Purcell	X	
Dakisha “DK” Wesley	X (Virtual)	
Mary Ann Widenhouse	X (Virtual)	
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; Drew Elliot, Vice President of Public Affairs; Steve Martin, Deputy General Counsel; J.K. Coward, Board Attorney; Yvonne French, NC DHHS Liaison; 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, Chair, called the meeting to order at 4:31 p.m.

Mr. John Paisley welcomed the Board to Alamance County and thanked Vaya for their support in lifting the new Alamance County Mental Health Diversion Center, which is anticipated to be opened by the end of 2023.

Ms. Christina Carter, Executive Director & Secretary to the Board, facilitated rollcall at the request of Mr. Beale. Mr. Paisley stated that due to a prior obligation, he would need to leave the meeting early and would like to designate Mr. Ronnie Beale as his proxy after his departure.

B. Approval of Agenda and January 26-27, 2023 Board Retreat Minutes

Ms. Nancy Baker motioned to approve the Agenda and January 26-27, 2023 Board Retreat Meeting Minutes, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

C. Public Comment

No members of the public signed up for public comment for the March 23, 2023 meeting.

D. Conflict of Interest Disclosure

Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, opened the floor for Board members to advise of any potential conflict of interest. Mr. Mike Norris disclosed that a unit of his company may be providing a proposal around Vaya's benefits but that he is not directly involved in any decision making surrounding the proposal. Ms. Tracy Hayes explained that while Mr. Norris, as chair of the Finance Committee, does play a role in Vaya's annual budget process and review, the Board is not approving line items in the budget but rather the entire budget package. The Board acknowledged this potential conflict of interest and considered it resolved based on Ms. Hayes's clarification.

E. Report of the Chair

Mr. Ronnie Beale, Chair, encouraged Board Members to continue keeping former Board Chair, Rick French's, family in thought as they continue to mourn his passing.

Mr. Beale led the swearing in of new Governing Board Member, Russ May, who was appointed by the Region 4 Board to serve as the Region 4 Vice Chair. It was noted that Ms. Connie Orr, Region 1 Vice Chair, who was unable to attend the March 23 Board meeting, will be sworn in as a Governing Board Member at the next Vaya Health Board of Directors meeting.

F. Report of the Chief Executive Officer

Mr. Brian Ingraham, President & CEO, presented the report of the CEO to the Board of Directors. Mr. Ingraham shared with the Board that North Carolina is experiencing an unprecedented number of significant impactors that have occurred in close proximity, including NC Department of Health and Human Services (NCDHHS) leadership changes, Child & Families Specialty Plan (CFSP) proposals, Tailored

Plan (TP) Go-Live extension, Medicaid expansion, and an omnibus bill that includes topics affecting LME/MCOs.

Next, Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, provided an update on the overall status of Tailored Plan (TP) deliverables through March 17, 2023 and onsite open items. Ms. Hayes remarked that the update illustrated the culmination of excellent work put forth by hundreds of Vaya Health staff who have worked tirelessly on TP readiness. Next, Ms. Hayes shared the Tailored Plan Executive Summary and the Medicaid Direct Executive Summary stating that Vaya continues to lead LME/MCOs across North Carolina and is very close to a perfect 3.0 Medicaid Direct risk rating. In addition, Ms. Hayes informed the Board that Vaya is working proactively to ensure the Vaya Command Centers for staff, providers and members/recipients are operating 24/7, ready to handle challenges and prepared to resolve any issues quickly. Ms. Hayes explained that with new systems and implementation, glitches are anticipated, but Vaya will be operating within a hypercare phase, providing an enhanced level of support, for 8-12 weeks immediately following the implementation period of the new software system. Lastly, Ms. Hayes commended Oriana Morgan, Vice President of Portfolio Project Management, for her phenomenal work keeping all the implementation projects on track.

G. Report of the Finance Committee & 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 in January 31, 2023. The presentation included January 2023 Year to Date Results, Variance to Budget, Financial Key Performance Indicators, Tailored Plan (TP) Financial Viability Metrics, Trended Fund Balance Levels and Medical Loss Ratio Trended FY22-23. In addition, Mr. Hill provided a capitation rate update. Mr. Hill emphasized that capitation rates continue to be unpredictable and while they may be retroactively applied moving forward, the amount realized may not be the amount needed to satisfy Vaya's assumptions. Concluding, Mr. Hill presented a budget planning update, emphasizing that the many moving targets and wildcards presented by all the current changes, including Medicaid expansion, requires careful financial prudence.

Ms. Benita Purcell inquired if there is a maximum on the defensive interval given the minimum target is above fifty. Mr. Larry Hill responded. Mr. Ronnie Beale complimented Mr. Hill and his staff, crediting the finance department as being one reason Vaya continues to lead LME/MCOs in North Carolina.

Mr. Mike Norris made a motion to approve the Financial Dashboards and Reports, as presented. Ms. Nancy Baker 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 March 23, 2023 RCQC meeting. Mr. Kennedy shared that the RCQC Committee's presentation included an overview of Performance Metrics and Service Level Agreements (SLAs) with Liquidated Damages. Mr. Kennedy explained the SLAs will take the place of current super measures. Next, Mr. Kennedy shared details about Vaya's Compliance Week 2022 and commended the Compliance staff for

their diligence in keeping abreast of current issues and proactively addressing probable future issues. In addition, Mr. Kennedy reported that feedback received from a Compliance Week survey distributed to staff yielded data that indicated a successful event. Lastly, Mr. Kennedy shared data highlights from Operational Performance Measures, Quality Improvement Metrics, Compliance Metrics and Administrative Key Performance Indicators.

Ms. Nancy Baker asked if Crisis Intervention Training (CIT), in counties outside Buncombe, included instruction concerning IDD intervention. Mr. Kennedy expressed the importance of CIT for law enforcement personnel so that they have the skills needed to meet the needs of all citizens.

I. Provider Advisory Council Report

Ms. Carson Ojamaa, Provider Advisory Council (PAC) President, updated the Board on recent activities including the last PAC meeting held on March 15. The meeting included an IDD Subcommittee report and attendees shared concerns that rate increases could lead to members exceeding their waiver budgets. Next, Ms. Ojamaa stated the EOR Subcommittee was continuing to focus on increasing PAC membership and participation. In addition, Ms. Ojamaa reported the Barriers Subcommittee did not meet due to no survey submissions. Lastly, Ms. Ojamaa reported Vaya presentations at the PAC meeting included a Tailored Plan (TP) delay and Medicaid Direct Go-Live update, a presentation on Provider Portal Go-Live, the 1915(i) Waiver, and the self-monitoring tool.

Mr. Ronnie Beale inquired if there has been success in filling provider vacancies. Ms. Ojamaa responded that staffing continues to be a challenge. Ms. Nancy Baker remarked that it has been inspiring to observe how quickly Vaya responds to providers who have presented questions and how quickly Vaya addresses provider concerns.

J. Consumer & Family Advisory Committee Report

Ms. Pat McGinnis, CFAC Representative, provided the Board with a CFAC update. Ms. McGinnis reported the CFAC Steering Committee met on March 13 and received presentations from Vaya staff, regional CFAC members and Dr. Victoria Nneji on Akalaka, an advocacy organization that provides support and resources for sibling care partners of individuals with intellectual and developmental disabilities. The CFAC Steering Committee recommended that CFAC complete an Annual Report for state fiscal year 22-23, review Senate Bill 156, and that Vaya implement an Employer of Record (EOR) model for mental health services. Next, Ms. McGinnis reported on recent Vaya CFAC Competitive Integrated Employment (CIE) workgroup activities including a meeting with elected officials, the Deputy Secretary of NC Medicaid, and Division of MHDDSAS leadership to share concerns and make recommendations regarding the memorandum of understanding between Disability Rights North Carolina, the Center for Public Representation, and NCDHHS regarding CIE. Ms. McGinnis shared legislative action that had occurred since the February 1 meeting. Additionally, Ms. McGinnis reported CFAC members attended CFAC Advocacy Day in Raleigh and the 45th Annual Legislative Breakfast on Mental Health. Ms. McGinnis shared that she had attended the North Carolina One Community in Recovery Conference and discussed concerns about a lack of scholarships for individuals desiring to attend. Concluding, Mr. McGinnis extended a standing invitation to all Vaya Board members to attend regional CFAC meetings.

Mr. John Paisley left the meeting.

At this time, the Board adjourned for a short recess.

- 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. Ira Dove 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 6:17 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 7:13 p.m.

L. Other Business

The Board members and Vaya staff discussed the proposed CFSP communication to NCDHHS in response to Secretary Kinsley's March 31, 2023 letter. Mr. Patrick Betancourt and Mr. Ira Dove, among other Board members, expressed their frustration with the approach of NCDHHS. Mr. Betancourt and Mr. Dove commended Vaya staff for maintaining a person centered focus throughout the volatility and ambiguity, and complimented the Vaya model of embedded care managers in local DSS offices.

Mr. Bill Lapsley made a motion for the Board of Directors to approve the Child & Family Specialty Plan Board communication to NCDHHS Secretary Kody Kinsley, and North Carolina legislators, with the revisions discussed by the Board. Mr. Brandon Pittman seconded the motion.

Motion unanimously approved.

The Board voted to approve a Sole Source Purchase Resolution for the purchase of Narcan. Mr. Ira Dove made a motion to approve the resolution, as presented. Mr. Brandon Pittman seconded the motion.

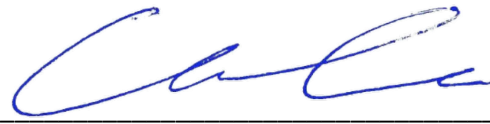
Motion unanimously approved.

M. Adjournment

Mr. Billy Kennedy made a motion to adjourn. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Meeting adjourned at 7:50 p.m.



Christina Rose Carter,
Executive Director & Secretary to the Board