

**MEETING MINUTES**  
**April 20, 2023**

*The Board of Directors of Vaya Health, pursuant to N.C.G.S. § 143-318.12(b), conducted a special called meeting on Thursday, April 20, 2023, 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>
Nancy Baker	X	
Ronnie Beale	X	
Patrick Betancourt	X (Virtual)	
Dan Brummitt	X (Virtual)	
Ira Dove	X	
Tim Fitzsimons	X (Virtual)	
Billy Kennedy	X (Virtual)	
Judy Klusman	X (Virtual)	
William Lapsley		X
Page Lemel	X (Virtual)	
Russ May		X
Pat McGinnis	X	
Mike Norris	X	
Connie Orr		X
Carson Ojamaa		X
John Paisley	X (Virtual)	
Brandon Pittman	X (Virtual)	
Benita Purcell	X (Virtual)	
Dakisha "DK" Wesley		X
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; Robert Webb, Executive Vice President & Chief Information Officer; Steve Martin, Deputy General Counsel; Drew Elliot, Vice President of Public Affairs; Mickie Hilbert, ISD Chief of Staff; Melissa Brown, Executive Assistant; 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 3:04 p.m. Ms. Christina Carter, Executive Director & Secretary to the Board, facilitated roll call at the request of Mr. Beale.

**B. Approval of Agenda**

Mr. Ronnie Beale, Chair, requested a motion from the Board to amend the April 20, 2023 Special Session Meeting Agenda to include Closed Session as an agenda item.

Mr. Mike Norris motioned to approve the Agenda, as amended. Mr. Ira Dove seconded the motion.  
Motion unanimously approved.

**C. Report of the Chair**

Mr. Ronnie Beale, Chair, requested a motion from the Board to appoint Mr. Brian Ingraham as President of Vaya Health effective July 1, 2023 for a term of no less than six months at the base salary approved by the Board at its September 21, 2022 meeting for his current position of President and CEO.

Ms. Nancy Baker motioned to approve the appointment of Mr. Brian Ingraham as President of Vaya Health, as presented. Ms. Pat McGinnis seconded the motion.  
Motion unanimously approved.

Mr. Beale, Chair, requested a motion from the Board to authorize the Chair and Board Attorney to negotiate, finalize, and execute a written agreement with Mr. Ingraham on or before July 1, 2023.

Mr. Ira Dove motioned to approve authorization of the Chair and Board Attorney to negotiate, finalize, and execute a written agreement with Mr. Ingraham, as presented. Ms. Pat McGinnis seconded the motion.  
Motion unanimously approved.

Mr. Ira Dove made a motion that the Board recognize and honor Mr. Ingraham for: (a) his superlative and unparalleled performance and visionary leadership since joining Vaya as Area Director in 2009; (b) his guidance, wisdom, and steady navigation through complex health policy challenges, two successful MCO mergers, the ongoing opioid epidemic, a worldwide pandemic, and constant legislative & departmental changes; and (c) the countless successful initiatives he has led to expand access to care, support and stabilize providers, improve population health, and help the people we serve live meaningful lives in the home and community of their choice.

Ms. Nancy Baker seconded the motion.  
Motion unanimously approved.

Mr. Beale led Board Members in honoring Mr. Ingraham with a standing ovation in appreciation of his extraordinary and dedicated service to Vaya Health and the members served by Vaya Health.

Mr. Mike Norris requested a motion from the Board that the Board of Directors appoint Tracy Hayes as Area Director and Chief Executive Officer of Vaya Health effective July 1, 2023 for a five-year term at a Year One base salary of \$355,000, which is within the salary range established by the State Human Resources Commission.

Mr. Billy Kennedy motioned to appoint Ms. Tracy Hayes as Area Director and Chief Executive Officer of Vaya Health, as presented. Ms. Benita Purcell seconded the motion.

Motion unanimously approved.

Ms. Nancy Baker requested a motion from the Board to authorize the Chair and Board Attorney to negotiate, finalize, and execute a contract with Ms. Hayes that includes provisions for annual salary review, severance, and incentive compensation, on or before July 1, 2023.

Mr. John Paisley motioned to authorize the Chair and Board Attorney to negotiate, finalize, and execute a contract with Ms. Hayes, as presented. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

The Board expressed appreciation to Ms. Hayes for her dedication to Vaya Health and for her willingness to share her extensive expertise in the role of a public servant. Further, it was noted Ms. Hayes continually works to ensure Vaya Health members receive the best services possible and will continue to lead Vaya Health in an efficient and receptive manner.

- D. 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).**

Ms. Christina Rose Carter, Executive Director & Secretary to the Board, read N.C. General Statute §143-18.11 in Mr. Beale's stead.

Ms. Pat McGinnis made a motion for the Board of Directors to enter closed session pursuant to N.C. Gen. Stat. §143-318.11(a)(1), N.C. Gen. Stat. §122C-126.1, N.C. Gen. Stat. §143-318.11(a)(3), and N.C. Gen. Stat. §143-318.11(a)(6). Mr. Mike Norris seconded the motion.

Motion unanimously approved.

The Board entered closed session at 3:21 p.m.

**Ms. Mary Ann Widenhouse joined the meeting.**

Ms. Nancy Baker 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 4:32 p.m.

**E. Other Business**

The Board consented to and encouraged Vaya Health's formation and delivery of a response document on behalf of the Vaya Health Board of Directors to NC Department of Health and Human Services (NCDHHS) Secretary, Kody Kinsley, in response to the NCDHHS March 31, 2023 letter issued by Secretary Kinsley referencing the Children and Families Specialty Plan (CFSP) proposed by NCDHHS.

**F. Adjournment**

Mr. Billy Kennedy made a motion to adjourn. Ms. Judy Klusman seconded the motion.

Motion unanimously approved.

Meeting adjourned at 4:45 p.m.



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Christina Rose Carter,  
Executive Director & Secretary to the Board