

**MEETING MINUTES**  
**May 25, 2023**

*The Board of Directors of Vaya Health conducted its regular meeting on Thursday, May 25, 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	
Dan Brummitt	X	
Ira Dove	X	
Tim Fitzsimons	X	
Billy Kennedy	X	
Judy Klusman	X (Virtual)	
William Lapsley		X
Page Lemel	X	
Russ May	X (Virtual)	
Pat McGinnis	X	
Mike Norris	X (Virtual)	
Connie Orr		X
Carson Ojamaa		X
John Paisley		X
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; Robert Webb, Executive Vice President & Chief Information Officer; Drew Elliot, Vice President of Public Affairs; Steve Martin, Deputy General Counsel; Mickie Hilbert, ISD Chief of Staff; J.K. Coward, Board Attorney; Yvonne French, NC DHHS Liaison; Zane Ullman, 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, Chair, called the meeting to order at 4:32 p.m. Ms. Christina Carter, Executive Director & Secretary to the Board, facilitated roll call at the request of Mr. Beale.

**B. Approval of Agenda, March 23, 2023 Meeting Minutes and April 20, 2023 Special Called Meeting Minutes**

Mr. Billy Kennedy motioned to approve the Agenda, March 23, 2023 Meeting Minutes and the April 20, 2023 Special Called Meeting Minutes, as presented. Ms. Page Lemel seconded the motion.  
Motion unanimously approved.

**C. Public Comment**

No members of the public signed up for public comment.

**D. Conflict of Interest Disclosure**

Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, requested Board Members identify any new, actual, or potential conflicts of interest which may have arisen since completing the Conflict of Interest Disclosure Form. No new conflicts of interest were reported.

**E. Report of the Chair**

Mr. Ronnie Beale, Chair, thanked Board Members for their attendance and continued efforts to support Vaya Health by making collaborative decisions that benefit and meet the needs of the members served by Vaya Health. Mr. Beale acknowledged that there are many changes with Medicaid and challenges inundating LME/MCOs presently and encouraged Board Members to be watchful in decision making and in supporting Vaya's strong leadership.

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

Mr. Brian Ingraham, President & Chief Executive Officer, presented the report of the CEO to the Board of Directors. Mr. Ingraham began his report by inviting Board Members to attend the Vaya Health Summer Luncheon scheduled for June 6, 2023 in Maiden, North Carolina.

Next, Mr. Ingraham provided an update on the overall status of Tailored Plan (TP) deliverables through May 31, 2023 and shared the Tailored Plan Executive Summary and the Medicaid Direct Executive Summary. Continuing, Mr. Ingraham shared the upcoming North Carolina budget bill illustrates the complex legislative process between the House and Senate, and stressed that Vaya continues to be vigilant in keeping abreast of legislation and advocating for the members served by Vaya Health.

Concluding, Ms. Tracy Hayes, General Counsel & Chief Compliance Officer, shared with the Board that feedback from Vaya staff regarding she and Mr. Ingraham's transitioning leadership roles, which will officially begin July 1, 2023, has been extremely positive. Ms. Nancy Baker commented that she had received positive feedback from providers and shared the perception of a high level of confidence in Ms. Hayes's ability to lead the organization.

**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 March 31, 2023.

Mr. Dan Brummitt made a motion to approve the Financial Dashboards and Reports, as presented. Dr. Tim Fitzsimons seconded the motion.  
Motion unanimously approved.

Mr. Hill then presented the SFY23-24 Budget Overview to the Board, submitting for consideration a proposed SFY24 operating budget of \$1,086,871,296.

The Board acknowledged the complexity of the current volatility, uncertainty, complexity, and ambiguity (VUCA) environment. Ms. Page Lemel commended Vaya Health on a successful consideration of compensation for employees and inquired if the challenge of finding individuals to fill vacant positions was improving. Mr. Hill responded Vaya was beginning to see a more favorable trend.

At this time, Mr. Ronnie Beale, Chair, brought before the Board a request for approval of Mr. Brian Ingraham, President & Chief Executive Officer’s, yearly (FY22-23) performance bonus in accordance with the Employment Agreement, for the amount of 25% of the CEO’s base salary to be recommended on or before May 31, 2023 and awarded on or before June 30, 2023.

Ms. Nancy Baker motioned to approve a FY22-23 performance bonus of 25% of the CEO’s base pay, as specified in the Employment Agreement, in the amount of \$93,775 to be awarded to Mr. Brian Ingraham on or before June 30, 2023. Dr. Tim Fitzsimons seconded the motion.  
Motion unanimously approved.

**H. Provider Advisory Council Report**

There was no Provider Advisory Council (PAC) Report.

**I. Consumer & Family Advisory Committee Report**

Ms. Mary Ann Widenhouse, CFAC Representative, provided the Board with a CFAC update. Ms. Widenhouse reported the CFAC Steering Committee met on May 8, 2023. Ms. Widenhouse shared CFAC advocacy efforts and reported CFAC members had attended the NC Training, Instruction, Development and Education (NC TIDE) Conference in Wilmington, the Disability Advocacy Conference in Raleigh, and Certified Older Peer Support Specialist Training in Winston Salem. In addition, Ms. Widenhouse reported the CFAC Employment of Record (EOR) workgroup will suspend meetings as their advocacy efforts have proven successful and stated the group will reconvene as needed moving forward. Next, Ms. Widenhouse shared CFAC member, Bob Crayton, provided opening remarks at the Caswell County RHA Walk-In Center Ribbon Cutting Ceremony. Ms. Widenhouse informed that state CFAC met on Wednesday, May 10, 2023 with six members of Vaya’s CFAC attending. In conclusion, Ms. Widenhouse shared about her attendance at Spreading Hope & Awareness and Removing the Epidemic Stigma (The

SHARE Project) highlighting that a young keynote speaker delivered a powerful message focusing on advocacy for additional trauma counselors in schools.

At this point in the meeting, Mr. Ronnie Beale, Chair, asked the Board to consider approval of a Continued Sole Source Purchase Resolution for the purchase of Narcan.

Mr. Ira Dove made a motion to approve the Continued Sole Source Purchase Resolution (NARCAN), as presented. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

- 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).**

Dr. Tim Fitzsimons 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 5:55 p.m.

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

Motion unanimously approved.

The Board of Directors resumed open session at 7:12 p.m.

**K. Other Business**

Action on the Continued Sole Source Purchase Resolution (NARCAN) occurred earlier in the meeting. No other business was discussed.

**L. Adjournment**

Ms. Page Lemel made a motion to adjourn. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Meeting adjourned at 7:13 p.m.



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Christina Rose Carter,  
Executive Director & Secretary to the Board