

MEETING MINUTES

June 22, 2023

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, June 22, 2023 at the Vaya Health office 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	X	
Patrick Betancourt	X	
Dan Brummitt	X	
Ira Dove	X	
Tim Fitzsimons	X	
Billy Kennedy	X	
Judy Klusman	X (Virtual)	
William Lapsley	X (Virtual)	
Page Lemel	X (Proxy to Ira Dove)	
Russ May	X (Proxy to Dan Brummitt)	
Pat McGinnis	X	
Mike Norris	X	
Connie Orr		X
Carson Ojamaa	X (Virtual)	
John Paisley		X
Brandon Pittman	X	
Benita Purcell	X (Virtual)	
Dakisha “DK” Wesley		X
Mary Ann Widenhouse	X (Virtual)	
Ashley Wooten	X (Virtual)	

Also attending the Board of Directors meeting:

Brian Ingraham, President & Chief Executive Officer; Rhonda Cox, Executive Vice President & Chief Public Health Officer; Richard Zenn, Chief Medical Officer; Larry Hill, Executive Vice President & Chief Financial 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; Trevor Sharp, Service Desk Manager; Mikhail Korolchuk, Support Specialist; Christina Rose Carter, Executive Director & Secretary to the Board; Ashley Logan, Board Support & Administrative Professional; Shelley King, Regional Board Clerk; and three members of the public.

A. Call to Order and Roll Call

Mr. Ronnie Beale, Chair, called the meeting to order at 4:30 p.m.

Ms. Christina Carter, Executive Director & Secretary to the Board, facilitated roll call at the request of Mr. Beale.

B. Public Hearing on the Proposed Vaya Health State Fiscal Year 2023-2024 Budget

Mr. Ira Dove made a motion to open the public hearing. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

The Board of Directors opened the public hearing at 4:33 p.m.

No members of the public offered public comment on the Proposed Vaya Health State Fiscal Year 2023-2024 Budget.

Mr. Ira Dove made a motion to close the public hearing. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

The Board of Directors closed the public hearing at 4:34 p.m.

Two members of the public left the meeting.

C. Approval of Agenda and May 25, 2023 Meeting Minutes

Mr. Dan Brummitt motioned to approve the Agenda, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Ms. Mary Ann Widenhouse requested the May 25, 2023 Meeting Minutes be changed to reflect that the SHARE Project speaker referred to in the CFAC report advocated for additional trauma counselors in public schools. Mr. Dan Brummitt made a motion to approve the May 25, 2023 Meeting Minutes, as amended. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

D. Conflict of Interest Disclosure

Mr. Steve Martin, Deputy General Counsel, 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, shared with the Board that the 2023 Vaya Health Summer Employee Appreciation Luncheon held in Maiden, North Carolina was well attended and provided an excellent opportunity to celebrate Vaya's dedicated employees. Mr. Beale expressed appreciation for Vaya staff who planned the event. It was noted that Ms. Melissa Brown, Executive Assistant, was key in putting the event together and the Board expressed gratitude for Ms. Brown's efforts. In addition, Mr. Beale

informed there would be a Health Forum in Macon County on June 23 at the Smoky Mountain Center for Performing Arts to discuss the state of health care in Macon County at which he would be speaking to provide the general public with information on what Vaya Health provides to the community.

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 shared the Tailored Plan and Medicaid Direct Scorecard Executive Summaries through June 16, 2023. Mr. Ingraham expressed the data represents the combined work of many dedicated individuals and illustrates that Vaya continues to lead other LME/MCOs across North Carolina.

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 April 30, 2023. The presentation included Variance to Budget, Financial Key Performance Indicators, and Trended Fund Balance Levels. Additionally, Mr. Hill provided the Board with an income statement and full balance sheet.

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

Motion unanimously approved.

Continuing, Mr. Hill presented Budget Revision No. 1 explaining that with the delay of the Tailored Plan (TP) Vaya did not increase Medicaid revenue or services due to not yet adding physical care with increased capitation revenue through the new contract.

The Board voted to approve the State Fiscal Year 2022-2023 Budget Revision No. 1. Mr. Dan Brummitt made a motion to approve the resolution, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Mr. Hill presented the Annual Operating Budget Ordinance for FY 2023-2024. Mr. Ronnie Beale, Chair, read the Budget Ordinance verbally.

Mr. Mike Norris made a motion to approve the State Fiscal Year 2023-2024 Budget of \$1,086,871,296, as presented. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

On behalf of the Board, Mr. Beale expressed appreciation to Mr. Hill and his team for their diligent work, and for the detailed manner in which Mr. Hill reports to the Board.

Mr. Mike Norris shared with the Board that the Finance Committee had asked Mr. Hill to begin the process of an audit firm request for proposal (RFP) in the next quarter and to report to the Finance Committee and the Board.

H. Regulatory Compliance & Quality Committee Report

Mr. Billy Kennedy, RCQC Chair, updated the Board on recent presentations and reports provided during the June 22, 2023 RCQC meeting. Mr. Kennedy highlighted call center and Psychiatric Residential Treatment Facility (PRFT) operational performance measures in addition to Transitions to Community Living (TCL) measures. Mr. Kennedy shared that TCL measures showed exceptional progress due to Vaya's innovative solutions to increase housing options, improve screening and ultimately increase the number of individuals able to sustain housing. Continuing, Mr. Kennedy discussed Vaya will be implementing a plan to achieve National Committee for Quality Assurance (NCQA) Interim Health Plan Accreditation prior to the expiration of the current Utilization Review Accreditation Commission (URAC) accreditation. Concluding, Mr. Kennedy informed the Annual QM Documents and Annual Compliance Plan would be presented to the Board for approval at the August 24, 2023 meeting.

Mr. Ashley Wooten joined the meeting.

I. Provider Advisory Council Report

Ms. Carson Ojamaa, Provider Advisory Council (PAC) President, provided the Board with a PAC update. Ms. Ojamaa reported the PAC met on May 17 with 78 in attendance. The IDD Subcommittee encouraged council members to attend the screening of *Unmet: Two Developmental Disability Crises* sponsored by The North Carolina Council on Developmental Disabilities (NCCDD) in partnership with the Mountain Area Health Education Center (MAHEC). Continuing, Ms. Ojamaa shared the Employee of Record (EOR) Subcommittee had expressed difficulty in completing Vaya forms and that Donald Reuss, Vice President of Behavioral Health & IDD Provider Network Operations was working with the Employer of Record (EOR) group to trouble shoot the issues. In addition, Ms. Ojamaa shared the ad hoc Workforce Development Group was meeting with Mr. Reuss to develop a plan to address workforce issues. Input for the group was collected from across the catchment area with a main objective of focusing on community education, marketing, rates, and legislative efforts with a goal to have all LME/MCOs and PACs endorse a combined plan. Via an online vote, Vaya PAC voting members approved the proposed plan. In addition, Ms. Ojamaa shared that Sarah Pfau, CCR Consultant, attended the meeting and presented on Medicaid Expansion and current legislation and that Mr. Reuss had provided an update on the Child & Family Improvement Initiative (CFSP). Concluding, Ms. Ojamaa shared the next PAC meeting will take place in July.

J. Consumer & Family Advisory Committee Report

Ms. Nancy Baker, CFAC Representative, provided the Board with a CFAC update. Ms. Baker reported that CFAC members in the Healthy Opportunities pilot counties reviewed and provided feedback on Healthy Opportunities marketing materials during their scheduled regional CFAC June meetings. Next, Ms. Baker provided information on special meeting topics for each of the Region's June CFAC meetings. Continuing, Ms. Baker shared the CFAC Steering Committee is scheduled to meet on Monday, July 10, 2023 and that after evaluating options for the CFAC retreat, Steering Committee members have opted to return to the Great Wolf Lodge in Concord, NC in the fall of 2023 with dates still being determined. Next, Ms. Baker reported that state CFAC met on June 14, and elected Brandon Wilson as Chair, and Region 4 Vaya CFAC member, Bob Crayton, as Vice Chair for FY 23-24 and that Region 4 CFAC member,

Jeannie Irby, was appointed to State CFAC beginning July 1. Continuing, Ms. Baker shared CFAC's Annual Business Meeting, which fulfilled CFAC's statutory requirement to review and comment on Vaya's proposed budget for FY24, was held on Friday, June 2, 2023. Concluding, Ms. Baker extended a standing invitation to all Board members to attend Regional CFAC meetings.

Ms. Mary Ann Widenhouse expressed appreciation to Vaya for making staff available to CFAC and for the support offered by Vaya staff.

One member of the public left the 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. Ira Dove 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 5:55 p.m.

Mr. Dan Brummitt 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 6:30 p.m.

L. Other Business

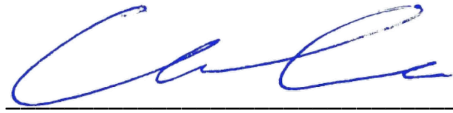
Mr. Brian Ingraham, President & Chief Executive Officer, requested a moment of personal privilege. Chairman, Ronnie Beale opened the floor to Mr. Ingraham. Mr. Ingraham expressed gratitude for the last 14 years as the Chief Executive Officer. Mr. Ingraham thanked the Board for the years of support, help and guidance. Continuing, Mr. Ingraham stated that Vaya will be left in good hands and that he viewed the journey as a relay race in which he reached the appropriate time to pass the baton on to the next capable leader. Mr. Ingraham remembered the late Mr. Ed Tarleton and Mr. Rick French, former Board Chairs, recalling how grateful he is for Vaya allowing him the opportunity to be the best person he can in a wonderful environment. The Board honored Mr. Ingraham with a standing ovation.

M. Adjournment

Mr. Billy Kennedy made a motion to adjourn. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Meeting adjourned at 6:33 p.m.



Christina Rose Carter,
Executive Director & Secretary to the Board