

MEETING MINUTES
August 24, 2023

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, August 24, 2023 at the Vaya Health Office, located at 2929 Crouse Lane, Suite B, 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	
Ira Dove	X (Virtual)	
Tim Fitzsimons	X (Virtual)	
Billy Kennedy	X	
Judy Klusman		X
William Lapsley		X
Page Lemel	X (Virtual)	
Russ May	X (Proxy to Dan Brummitt)	
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 (Virtual)	
Mary Ann Widenhouse	X (Virtual)	
Ashley Wooten	X (Virtual; Proxy to Ira Dove)	

Also attending the Board of Directors meeting:

Tracy Hayes, Area Director & Chief Executive Officer; Brian Ingraham, President; Steve Martin, General Counsel & Chief Compliance Officer; Richard Zenn, Chief Medical Officer; Larry Hill, Executive Vice President & Chief Financial Officer; Celeste Ordiway, Vice President of Transition & Housing; Drew Elliot, Vice President of Public Affairs; J.K. Coward, Board Attorney; Jen Branham, IDD In-Reach & Transition Manager; Joseph Bishko, IDD In-Reach & Transition Coordinator; Yvonne French, NC DHHS Liaison; 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 no 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. Approval of Agenda and June 22, 2023 Meeting Minutes

Ms. Page Lemel motioned to approve the Agenda, as presented. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Ms. Nancy Baker made a motion to approve the June 22, 2023 Meeting Minutes, as presented. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

Ms. Mary Ann Widenhouse joined the meeting.

C. Conflict of Interest Disclosure

Mr. Steve Martin, Deputy 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.

D. Report of the Chair

Mr. Ronnie Beale, Chair, acknowledged the summer season was busy for mental health providers and invited Board members to share information regarding successes or concerns within their communities.

E. Report of the Chief Executive Officer

Ms. Tracy Hayes, Area Director & Chief Executive Officer, presented to the Board of Directors a Vaya Health leadership transition update including pre-transition activities, and activities concluded within the first 55 days. Ms. Hayes shared upcoming areas of focus including actions identified to strengthen relationships, and ensuring all work completed aligns with Vaya's overall strategic vision. Ms. Hayes advised that assessing opportunities for improvement remains a key focus, in addition to maintaining a healthy Vaya culture. Mr. Mike Norris thanked Ms. Hayes for continuing Vaya's focus on Diversity, Equity, and Inclusion.

Ms. Hayes then shared updates from NCDHHS, including information on the proposed 10/1/2023 Innovations Waiver Amendment, Tailored Plan Readiness metrics including Deliverables Status, through August 31, 2023, and the Tailored Plan and Medicaid Direct Scorecards demonstrating Vaya has received a perfect on-target Medicaid Direct risk rating for the past five consecutive weeks. Additionally, Ms. Hayes provided an overview of the Project Management Office (PMO) Portfolio including Medicaid Direct, and Tailored Plan completed projects.

Ms. Hayes recognized Vaya staff for the phenomenal work being completed, and reported strong, supportive feedback continues to be received from the community. Vaya's Transitions to Community

Living (TCL) team housed 69 individuals in FY22-23 exceeding the NCDHHS goal by 19%. Ms. Hayes invited Ms. Jen Branham, IDD In-Reach & Transition Manager, to share recent TCL member feedback. Ms. Branham provided an overview of the TCL program and shared a communication received from the guardian of a member who interacted with Mr. Joey Bishko, IDD In-Reach & Transition Coordinator. The communication highlighted the excellent service provided by Mr. Bishko and the positive impact the TCL team had on the member's life. The Board expressed appreciation to Mr. Bishko for his extensive and compassionate dedication to the members he serves. Ms. Hayes stressed the unsolicited feedback exemplifies Vaya's mission and advised additional member feedback was included in the Board packets. Next, Ms. Hayes introduced Ms. Celeste Ordiway, Vice President of Transition & Housing. Ms. Ordiway shared information on Vaya Health's Peer Extender Program and shared an information video highlighting the Peer Extender Program.

In conclusion, Ms. Hayes provided a public relations update including community trainings from April to June, recent community engagement and highlights, upcoming events, media coverage, Tailored Plan (TP) marketing, Compliance Week dates, and the launch of Vera's Place, Vaya's online store for purchasing Vaya branded apparel and accessories.

F. Report of the President

Mr. Brian Ingraham, President, advised the Board that the 2023 State Budget has not yet passed and the exact date for the finalization of the 2023 State Budget is unknown.

G. Report of the Finance Committee & Chief Financial Officer

Mr. Mike Norris, Finance Committee Chair, called upon Mr. Larry Hill, Executive Vice President & Chief Financial Officer, to present the Report of the Chief Financial Officer. Mr. Hill presented Vaya's financials to the Board including FY22-23 financial reports and dashboards ending in June 30, 2023. The presentation included YTD Results from Operations, 4th Quarter Financial Key Performance Indicators (KPIs), Trended Fund Balance Levels, Preliminary Membership and Rate Comparison data of all eight LME/MCOs. Mr. Hill provided an update on the annual independent auditor selection.

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

Motion unanimously approved.

Ms. Nancy Baker inquired if the party interested in occupying the top floor of the Nascar Building, acquired through the Cardinal Health consolidation, was still in negotiations. Mr. Hill responded.

H. Regulatory Compliance & Quality Committee Report

Mr. Billy Kennedy, RCQC Chair, updated the Board on recent presentations and reports provided during the August 24, 2023 RCQC meeting. Mr. Kennedy informed that the Comprehensive Performance Quarterly Report included Operational Performance Measures, Quality Improvement Metrics, Compliance Metrics and Administrative Key Performance Indicators. Mr. Kennedy reiterated the success illustrated by the Transitions to Community Living (TCL) metrics. Mr. Kennedy informed that available

reports also include the Quality Assessment and Performance Improvement Program, Quality Management and Improvement Program, and the SFY 23-24 Compliance Program Plan.

Mr. Mike Norris made a motion to approve the Annual Quality Management Documents, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Billy Kennedy made a motion to approve the Annual Compliance Plan, as presented. Ms. Benita Purcell seconded the motion.

Motion unanimously approved.

Mr. Ashley Wooten left the meeting.

I. Provider Advisory Council Report

There was no Provider Advisory Council Report.

J. Consumer & Family Advisory Committee Report

Ms. Pat McGinnis, CFAC Representative, provided the Board with a CFAC update. Ms. McGinnis reported that CFAC groups met in August and heard presentations from Vaya's System of Care staff and Community Relations Directors who provided regional updates concerning activities and advocacy opportunities. Next, Ms. McGinnis shared CFAC recommendations and action items from the August meetings. Continuing, Ms. McGinnis shared that the CFAC Steering Committee met on July 10 with agenda items including a financial report from Ms. Melissa Isaacs, Director of Finance Financial Operations & Reporting, and a presentation by Angela Evans, Utilization Management Director, on services and supports available to individuals on the Registry of Unmet Needs (RUN). In addition, Ms. McGinnis reported the agenda included 2023 CFAC Retreat planning and it was decided the 2023 CFAC Retreat would take place at the Great Wolf Lodge in Concord, NC on November 16-17, 2023. Concluding, Ms. McGinnis extended a standing invitation to all Board members to attend Regional CFAC meetings.

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. Nancy Baker seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 6:19 p.m.

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

Motion unanimously approved.

The Board of Directors resumed open session at 6:40 p.m.

L. Other Business

Ms. Christina Rose Carter, Executive Director & Secretary to the Board, announced the next Board of Directors meeting was scheduled for October 26 in Asheville with Regional Board meetings to follow October 30-November 2.

Mr. Beale invited Board members to communicate with Ms. Tracy Hayes, Area Director & Chief Executive Officer or Mr. Brian Ingraham, President, any requests for presentations by Vaya staff leading various departments they feel would be beneficial for the Board of Directors.

M. Adjournment

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

Motion unanimously approved.

Meeting adjourned at 6:48 p.m.



Christina Rose Carter,
Executive Director & Secretary to the Board