

MEETING MINUTES
October 26, 2023

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, October 26, 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
William Lapsley	X (Virtual)	
Page Lemel	X (Proxy to Ronnie Beale)	
Russ May	X (Virtual)	
Pat McGinnis	X	
Mike Norris	X	
Connie Orr		X
Carson Ojamaa		X
John Paisley		X
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:

Tracy Hayes, Area Director & Chief Executive Officer; Brian Ingraham, President; Rhonda Cox, Executive Vice President & Chief Operating Officer; Larry Hill, Executive Vice President & Chief Financial Officer; Richard Zenn, Chief Medical Officer; Steve Martin, General Counsel & Chief Compliance Officer; Danielle Wittekind, Chief Human Resources Officer (Eff. 10/30/23); Donald Reuss, Vice President of Behavioral Health & IDD Network Ops; J.K. Coward, Board Attorney; Gwynneth Wildcatt, Member Service Manager- EBCI Tribal Option; 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.

Mr. Beale called upon Ms. Tracy Hayes, Area Director & Chief Executive Officer, to introduce Ms. Gwynneth Wildcatt, who has been nominated for service on the Board of Directors as a specialized expertise nonvoting member, retaining the same rights, privileges, and responsibilities as voting directors, with the exception that a nonvoting director may not vote on matters before the Board during an official meeting. Ms. Wildcatt is an employee of the Cherokee Indian Hospital Authority and a Tribal member. Ms. Wildcatt shared her compelling personal and professional summary and stated her eagerness to begin serving.

Mr. Mike Norris made a motion in accordance with the Bylaws and recommendation to accept Ms. Gwynneth Wildcatt as a non-voting member of the Vaya Health Board of Directors in agreement with N.C.G.S. § 122C-118.1(a). Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Bill Lapsley joined the meeting.

Mr. Ronnie Beale led the swearing in of Ms. Gwynneth Wildcat.

B. Approval of Agenda and August 24, 2023 Meeting Minutes

Mr. Ira Dove motioned to approve the Agenda and Meeting Minutes, as presented. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

C. 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. Mr. Martin noted that Mr. Dan Brummitt will abstain from potential votes concerning the Vance County Diversion Center, as he serves as the Vice Chair of the Vance County Board of Commissioners.

D. Presentation of the FY22-23 Independent Audit Report

Mr. Jeremy Hicks with CliftonLarsonAllen, LLP presented the FY22-23 Independent Audit Report to the Board, including the required auditor statements and disclosures. Mr. Hicks noted Vaya is in good financial standing with no material instances of non-compliance with laws and regulations governing the federal or state programs, and no material weaknesses in internal control over financial reporting identified.

Mr. Mike Norris made a motion to approve the FY22-23 Independent Audit Report, as presented. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

Mr. Jeremy Hicks left the meeting.

E. Report of the Chair

Mr. Ronnie Beale, Chair, shared with the Board that Dr. Tim Fitzsimons will complete his Board service term on December 31, 2023 and will vacate his seat. Dr. Fitzsimons expressed that he enjoyed serving on the Vaya Health Board and was pleased with the work he was involved in during his tenure.

F. Report of the President

Mr. Brian Ingraham, President, commended Ms. Tracy Hayes, Area Director & Chief Executive Officer, on her successful transition into the role of Chief Executive Officer and acknowledged positive communication from key stakeholders.

G. Report of the Area Director & Chief Executive Officer

Ms. Tracy Hayes, Area Director & Chief Executive Officer, introduced Ms. Danielle Wittekind, as Vaya Health's new Chief Human Resources Officer effective October 30, 2023. The Board welcomed Ms. Wittekind.

Ms. Hayes reinforced that she is always available to meet with county stakeholders and remains focused on continuing to strengthen relationships. Next, Ms. Hayes delivered NCDHHS updates that included information on the released Consolidated Innovations Waiver waitlist, ongoing issues with Targeted Case Management (TCM) roll-out, 1915 (i) service definitions, and the delay of a decision on the Transitions to Community Living (TCL) housing inspection process. Ms. Hayes shared Tailored Plan Readiness metrics including Deliverable Status through October 26, 2023 and Medicaid Direct Scorecards through October 10, 2023.

Additionally, Ms. Hayes provided an overview of the Project Management Office (PMO), highlighting that the status of the Medicaid Direct and Tailored Plan (TP) projects remain very positive. Ms. Hayes shared positive communication from members of the community regarding Vaya's staff, and also shared information on the award to Vaya of another Back@Home Grant, which will support individuals and families experiencing homelessness.

Mr. Ashley Wooten made a motion to reschedule the December 8 Board of Directors Meeting for Thursday, December 14 and to move the meeting to Vaya's Administrative Offices located at 200 Ridgefield Court, Asheville, NC. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

H. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, EVP & Chief Financial Officer, presented Vaya's financials to the Board including FY23-24 financial reports and dashboards through August 31, 2023. The presentation included Financial Key Performance Indicators (KPIs), Medical Loss Ratio (MLR) Trending and Trended Fund Balance Levels. Continuing, Mr. Hill advised on capitation rates and provided a capitation timeline including estimated Medicaid Expansion and Tailored Plan (TP) go-live dates. Mr. Hill noted Vaya is still operating under

capitation rates from April 2023, and it is expected updated capitation rates will not include funding for the delay of the TP; however, an increase of ~4% is expected after Medicaid Expansion go-live. 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. Billy Kennedy seconded the motion.

Motion unanimously approved.

Mr. Drew Elliott left the meeting.

I. Provider Network Operations: Network Adequacy & Development

Mr. Donald Reuss, VP of Behavioral Health & IDD Network Operations, presented a report on provider network operations including network adequacy and development. The presentation included an overview of Vaya’s current statewide behavioral health and physical health provider network coverage, a breakdown of contracted providers and contracted provider site locations, an overview of the current and future state of measuring network adequacy benchmarks required for measuring network adequacy.

Mr. J.K. Coward left the meeting.

Ms. Rhonda Cox, EVP & Chief Operating Officer, shared that data collected consistently shows the number of available foster care beds to support children needing care have declined. Vaya is focusing on providing wrap around services for foster care families and has partnered with multiple stakeholder groups to build a campaign to market Pathways to Permanency, a Foster Care recruitment campaign themed “Adventure Awaits.” Mr. Reuss shared one of several video messages that are designed to be distributed over social media platforms.

The Board acknowledged challenges with a shortage of physical health specialty providers, especially in the western region, including specialists trained to work with the I/DD population.

J. Provider Advisory Council Report

There was no report of the Provider Advisory Council.

K. Consumer & Family Advisory Committee Report

Ms. Nancy Baker, CFAC Representative, provided the Board with a CFAC update. Ms. Baker reported that CFAC groups met in October and Vaya’s System of Care staff attended regional meetings to answer questions and review meeting times for child collaboratives. In addition, Community Relations Regional Directors provided an analysis of the 2023-2025 state budget, reviewed Community Crisis Plans and Crisis Dashboards and provided an overview of the Benchmarks Pathways to Permanency project. Concluding, Ms. Baker extended a standing invitation to all Board members to attend Regional CFAC meetings.

Mr. Donald Reuss left the meeting.

- L. **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. Brandon Pittman 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 6:28 p.m.

Mr. Mike Norris 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 6:39 p.m.

M. Other Business

The Board voted to approve the Disposition of Personal Property Resolution pursuant to N.C.G.S. §§ 160A-266, 160A-274, and 160A-280. Mr. Mike Norris made a motion to approve the Surplus Property Management Resolution, as presented. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

The Board voted to approve the Anticipated Purchase of Apparatus, Supplies, Materials or Equipment from SHI International, Corp. Resolution pursuant to N.C.G.S. § 143-129(e)(6). Mr. Ira Dove made a motion to approve the Sole Source Purchase Resolution, as presented. Mr. Dan Brummitt seconded the motion.

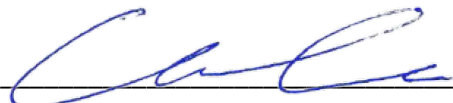
Motion unanimously approved.

N. 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