

MEETING MINUTES
December 14, 2023

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, December 14, 2023 at the Vaya Health Administrative Offices, 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 (Virtual)	
Judy Klusman		X
William Lapsley	X	
Page Lemel	X (Virtual)	
Russ May		X
Pat McGinnis	X	
Mike Norris	X (Proxy to Dan Brummitt)	
Connie Orr		X
Carson Ojamaa	X (Virtual)	
John Paisley		X
Brandon Pittman	X	
Dakisha "DK" Wesley	X (Virtual)	
Mary Ann Widenhouse	X (Virtual)	
Gwynneth Wildcatt	X	
Ashley Wooten	X	

Also attending the Board of Directors meeting:

Tracy Hayes, Area Director & Chief Executive Officer; Brian Ingraham, President; Steve Martin, General Counsel & Chief Compliance Officer; Rhonda Cox, Executive Vice President & Chief Operating Officer; Richard Zenn, Chief Medical Officer; Larry Hill, Executive Vice President & Chief Financial Officer; Robert Webb, Executive Vice President & Chief Information Officer; Danielle Wittekind, Chief Human Resources Officer; Karla Mensah, Vice President of Member & Recipient Services; Drew Elliot, Vice President of Public Affairs; J.K. Coward, Board Attorney; Benita Purcell, Former Vaya Board Member; Yvonne French, NCDHHS Liaison; Christina Rose Carter, Executive Chief of Staff & Secretary to the Board; Ashley Logan, Board Support & Administrative Professional; Shelley King, 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 3:00 p.m. Ms. Christina Carter, Executive Chief of Staff & Secretary to the Board, facilitated roll call at the request of Mr. Beale.

B. Approval of Agenda and October 26, 2023 Meeting Minutes

Mr. Ashley Wooten motioned to approve the Agenda and October 26, 2023 Meeting Minutes, as presented. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

C. Conflict of Interest Disclosure

Mr. Steve Martin, 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, presented the Board with an update regarding the well-attended i2i Winter Conference in Winston Salem, NC from Dec. 6-8. Mr. Beale shared regarding his positive conversations with attendees, where many expressed respect for Vaya's commitment to providing high-quality service.

Mr. Beale shared Ms. Benita Purcell, CFAC Representative for Region 4, has resigned from the Board due to a conflict of interest resulting from career advancement. Mr. Beale additionally shared Dr. Tim Fitzsimons has resigned from the Board and will be stepping down at the end of the current term (Dec. 31, 2023). Mr. Beale presented Ms. Purcell and Dr. Fitzsimons with plaques in recognition of their leadership and dedicated service to the Vaya Health Board of Directors.

At the request of Mr. Beale, Ms. Christina Carter displayed the Board of Directors Master Appointments Log, highlighting upcoming expiring terms including: Mr. Bill Lapsley, Mr. Brandon Pittman, Mr. Dan Brummitt, Ms. Mary Ann Widenhouse, Ms. Pat McGinnis, and Ms. D.K. Wesley. Ms. Tracy Hayes clarified Regional Board Appointees and CFAC Representatives will be voted on by the appointing body. Ms. Carter advised, Ms. D.K. Wesley's Board appointment is the only expiring term requiring a vote of the Board of Directors. Ms. D.K. Wesley shared her interest to remain as a Board Member and to continue to serve on the Regulatory Compliance and Quality Committee.

Mr. Ashley Wooten made a motion to reappoint Ms. D.K. Wesley to the Vaya Health Board of Directors for a three year term, and as member of the Regulatory Compliance & Quality Committee. Dr. Tim Fitzsimons seconded the motion.

Motion unanimously approved.

Continuing, Mr. Beale asked Board Members to review the proposed 2024 Board of Directors and Regional Board meeting schedule. Ms. Tracy Hayes, alerted Board Members that the schedule contained changes to the Regional Board meeting days and times. Mr. Ira Dove highlighted a potential conflict with the second Thursday meeting times for the DSS Directors Executive Committee meeting schedule.

Mr. Dan Brummitt made a motion to approve the 2024 Proposed Meeting Schedule, with changes as needed. Dr. Tim Fitzsimons seconded the motion.

Motion unanimously approved.

E. Report of the President

Mr. Beale recognized Mr. Brian Ingraham, President, for his dedicated service to Vaya Health and for successfully steering the organization through many complex challenges over his tenure. Mr. Beale additionally thanked Mr. Ingraham for his focus on organizational health and culture, which has significantly contributed to Vaya's achievements and high performance. Mr. Beale reflected on that the culture reinforces Vaya's dedication to serving members across the catchment area with the utmost care and concern. Continuing, Mr. Beale presented Mr. Ingraham with a plaque in honor of his exemplary leadership. Mr. Ingraham thanked the Board and expressed that the privilege of leading Vaya had been a great honor. Continuing, Mr. Ingraham stated Vaya is in a great position for the future and is prepared to successfully navigate change.

F. Report of the Chief Executive Officer

Ms. Tracy Hayes, Area Director & Chief Executive Officer, provided an update on Vaya's alignment with Rockingham County as set forth by the Nov. 1st Secretarial Directive issued by NCDHHS Secretary, Kody Kinsley. Ms. Hayes shared recent stakeholder meetings held with Rockingham County leadership and providers have been positive. Ms. Hayes continued her report with an update regarding the successful launch of Medicaid Expansion on December 1. Mr. Ronnie Beale, Chair, shared his appreciation for the legislation passed, and also expressed concern regarding the lack of infrastructure in rural counties as it pertains to successfully delivering services to members. Additionally, Ms. Hayes apprised the Board of a potential centralized crisis line "988". Ms. Hayes also provided the status of readiness deliverables through December 15, 2023, and the Nov. 17 Medicaid Direct NCDHHS Executive Summary. Mr. Robert Webb, Executive Vice President & Chief Information Officer, provided an overview of the Project Management Office (PMO) Portfolio. Mr. Webb commended staff working diligently to complete projects in the most productive manner possible and with great care. Concluding, Ms. Hayes shared the November Vaya Staff Shout-Out(s) with the Board, recognizing staff members for their work and accomplishments that helped contribute to Vaya's positive connection with the community. Ms. Hayes stressed positive feedback exemplifies Vaya's mission.

G. Report of the Finance Committee and Chief Financial Officer

Mr. Dan Brummitt, standing in for Mr. Mike Norris, 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 FY23-24 financial reports and dashboards ending in September 30, 2023. The presentation included YTD Results from Operations, 4th Quarter Financial Key Performance Indicators (KPIs), Medical Loss Ratio (MLR) Trending, and Trended Fund Balance Levels. Mr. Hill provided an update on Medicaid Expansion including Initial Membership Impact, and Membership Trend including Medicaid member unwinding and Medicaid Expansion.

Continuing, Mr. Hill provided the Board with a Capitation Rate Update including the anticipated timeline, and behavioral health rate increases expected to be implemented Jan. 1, 2024. Mr. Hill

stressed the lack of determined capitation rates makes planning extremely challenging. Other updates included information on a Forthcoming Budget Revision, Provider Support During System Conversion, and a FY22/23 Audit Update. Concluding, Mr. Hill introduced Vaya's new Strategic Compensation Plan that takes into consideration the competitive landscape of the market and inflation. Mr. Hill advised that base pay increases for 70% of the staff will be implemented effective Dec. 25, 2023. Additionally, Board Members were provided a Consolidated Income Statement and Balance Sheet ending Sep. 30, 2023.

Mr. Dan Brummitt made a motion to approve the Financial Dashboards and Reports, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

H. Member and Recipient Services Presentation

Ms. Karla Mensah, Vice President of Member & Recipient Services, provided a presentation on Vaya's Call Center. Ms. Mensah began by providing a brief personal history. The presentation included an overview of Vaya's three warmlines including a Behavioral Crisis Line, a Member and Recipient Services Line, and a Provider Support Line. Ms. Mensah presented call volume by service line and provided insight into increased call volumes based upon key activities. Next, Ms. Mensah provided statistics on Call Center Service Line Agreements (SLAs), reporting Vaya consistently performs well. Ms. Mensah shared the top five call types for each Vaya line and provided follow-up for prison release statistics. Concluding, Ms. Mensah shared Member & Recipient Services success stories. Ms. Tracy Hayes, Area Director & Chief Executive Officer, stressed the Behavioral Health Crisis Line is open to anyone, and Vaya has a robust marketing plan to promote the crisis line.

I. Regulatory Compliance and Quality Committee Report

Mr. Billy Kennedy, RCQC Chair, updated the Board on recent presentations and reports provided during the December 14, 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 noted Innovations Primary Care and Transitions to Community Living (TCL) metrics are exceptional. Mr. Kennedy informed 2023 Compliance Week was well attended and the Compliance Team received positive feedback from attendees. Concluding, Mr. Kennedy stated staffing continues to be a challenge, but Vaya continues to find creative solutions to issues and continues to perform well.

J. Provider Advisory Council Report

Ms. Carson Ojamaa, Provider Advisory Council (PAC) President, provided a summary of July-October PAC activities. Ms. Ojamaa shared PAC had applied for funding support by a nonprofit organization for a 3-year position responsible for the management and implementation of PAC's workforce development plan. Ms. Ojamaa explained if the funding is realized, PAC will add a Workforce Development Subcommittee. In addition, PAC set 2024 goals aligning the council structure and membership with Tailored Plan (TP), revised the PAC Bylaws to include language defining voting member responsibilities for engagement and attendance, and welcomed a new IDD Subcommittee Chair, Janet Price-Ferrel. Concluding, Ms. Ojamaa shared the next PAC meeting will take place January 17.

K. Consumer and Family Advisory Committee Report

Ms. Pat McGinnis, CFAC Representative, provided the Board with a CFAC update. Ms. McGinnis began by recognizing Ms. Benita Purcell and thanking her for her commitment to CFAC and the Board of Directors. Ms. McGinnis reported on CFAC activities and presentations completed at the Nov. 13 meeting and the Nov. 16-17 CFAC Annual Retreat. Next, Ms. McGinnis provided a brief update on Regional CFAC meetings and CFAC recommendations including: increased focus on behavioral health services for aging population, continued promotion of the Healthy Opportunities Pilot (HOP), and a focus on increased CFAC participation and attendance at county commissioner meetings. Concluding, Ms. McGinnis offered a standing invitation to all Vaya Board Members to attend regional CFAC meetings.

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).

Dr. Tim Fitzsimons made a motion for the Board of Directors to enter closed session. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 4:55 p.m.

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 5:07 p.m.

M. Other Business

No other business was discussed.

N. Adjournment

Ms. Nancy Baker made a motion to adjourn. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Meeting adjourned at 5:08 p.m.



Christina Rose Carter,
Executive Chief of Staff & Secretary to the Board