

MEETING MINUTES

January 25, 2024

The Board of Directors of Vaya Health conducted its annual retreat on Thursday and Friday, January 25-January 26, 2024, at the Renaissance Asheville Downtown Hotel, located at 31 Woodfin Street, Asheville, NC 28801; 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 (Virtual)	
Dan Brummitt	X (Virtual)	
Ira Dove	X	
Billy Kennedy	X	
William Lapsley	X	
Page Lemel	X	
Pat McGinnis	X	
Mike Norris	X	
Connie Orr		X
Carson Ojamaa		X
John Paisley	X (Virtual)	
Brandon Pittman	X	
Donnie Potter	X	
Mark Richardson	X (Virtual)	
Dakisha “DK” Wesley	X	
Mary Ann Widenhouse	X	
Gwynneth Wildcatt	X (Virtual)	
Ashley Wooten	X	

Also attending the Board of Directors meeting:

Tracy Hayes, Area Director & Chief Executive Officer; Steve Martin, General Counsel & Chief Compliance Officer; Rhonda Cox, EVP & Chief Operating Officer; Richard Zenn, Chief Medical Officer; Larry Hill, EVP & Chief Financial Officer; Robert Webb, EVP & Chief Information Officer; Danielle Wittekind, Chief Human Resources Officer; J.K. Coward, Board Attorney; George Ingram, VP of PH Network Operations; Allison Inman, Brand Strategy & Communications Director; Drew Elliot, VP of Public Affairs; McLean Moore, Chief of Staff Business Integrity; Trevor Sharp, Service Desk Manager; Mikhail Korolchuk, Support Specialist II; 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 4:00 p.m.

B. Approval of Agenda and December 14, 2023 Meeting Minutes

Ms. Page Lemel motioned to approve the Agenda and Meeting Minutes, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

C. Public Comment

No members of the public signed up for public comment for the January 25, 2024 Board of Directors meeting.

D. 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.

E. Report of the Chair

Mr. Ronnie Beale, Chair, advised that in accordance with the Bylaws of the Board of Directors of Vaya Health the Chair and Vice Chair shall be elected annually. Mr. Beale opened the floor for nominations of Governing Board Chair and Vice Chair.

Mr. Billy Kennedy made a motion in accordance with the Bylaws to reappoint Mr. Ronnie Beale as Chair and Mr. Dan Brummitt as Vice Chair of the Vaya Governing Board. Ms. Page Lemel seconded the motion.
Motion unanimously approved.

Ms. Page Lemel commended Mr. Beale for his leadership and advocacy work in mental health stating his service is making an important and positive contribution in the communities served by Vaya. Mr. Beale expressed appreciation to the Board conveying it is an honor to serve. Mr. Dan Brummitt stated it has been a pleasure serving and thanked the Board for their support.

Mr. Ronnie Beale, Chair, addressed the Committee regarding current Governing Board vacancies and the addition of Rockingham County to Vaya's catchment area effective February 1, 2024. Mr. Beale advised that Mr. Mark Richardson, Rockingham County Commissioner, has been nominated to serve as an at-large representative in accordance with N.C.G.S. § 122C-118.2(b) and Vaya's alternative board structure. Mr. Beale expressed Vaya's excitement for Rockingham County joining Vaya's catchment area, stating Mr. Richardson's experience and expertise will be an asset to the Board.

Mr. Dan Brummitt made a motion to appoint Mr. Mark Richardson, Rockingham County Commissioner, to serve on the Vaya Health Board as an at-large Member with a qualifying attribute as referenced in N.C.G.S. § 122C-118.2(b). Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Mr. Richardson expressed appreciation to the Board.

Mr. Beale shared Regional Board membership changes impacting the Governing Board in accordance with N.C.G.S. § 122C-118.1(a) and Vaya's approved alternative board structure. Mr. Beale advised, regarding Region 3, Ms. Judy Klusman, Rowan County Commissioner, resigned, vacating the Chair appointment; in response, Region 3 Board appointed Mr. Donnie Potter, Caldwell County Commissioner as Chair for the Region. Mr. Potter stated he was honored to be asked to serve on both the Region 3 Board and the Governing Board as he has a personal interest in mental health, specifically substance use, and he looks forward to serving. Mr. Beale continued regarding Region 4, Mr. Russ May, Granville County Commissioner, stepped down as Region 4 Vice Chair due to competing commitments and remains as a Regional Board Member. Region 4 will be collecting nominations for a new Vice Chair to be voted on at the next regularly scheduled meeting.

Mr. Beale led the swearing in of Mr. Richardson and Mr. Potter.

Pursuant to the Bylaws, Mr. Ronnie Beale presented Committee appointments to the Board of Directors. Mr. Ronnie Beale nominated Mr. Dan Brummitt to serve as Vice Chair of the Executive Committee and Mr. Mike Norris nominated Mr. Mark Richardson to serve as a member on the Finance Committee. Mr. Beale, as Board Chair, approved the appointments with no vote required pursuant to the Bylaws.

Mr. Mike Norris, Finance Committee Chair, appointed Mr. Ira Dove to serve as Vice Chair of the Finance Committee; and Mr. Billy Kennedy, Regulatory Compliance and Quality Committee (RCQC) Chair, appointed Ms. D.K. Wesley to serve as Vice Chair of RCQC. Mr. Beale, as Board Chair, approved the appointments with no vote required pursuant to the Bylaws.

Ms. Christina Rose Carter, Executive Chief of Staff & Secretary to the Board, displayed the current Bylaws of the Board of Directors of Vaya Health with amendments. Ms. Tracy Hayes, Area Director & Chief Executive Officer, highlighted the proposed amendments to the Bylaws of the Board of Directors.

Ms. Page Lemel motioned to approve the Bylaws of the Board of Directors of Vaya Health, as amended. Ms. D.K. Wesley seconded the motion.

Motion unanimously approved.

F. Physical Health Network Presentation

Mr. George Ingram, VP of Physical Health Network Operations & Value Based Contracting (VBC), provided the Board with a presentation on Vaya's efforts to build its Tailored Plan physical health network. Mr. Ingram began by giving a brief professional and personal summary. The presentation included an overview of the number of contracted providers including Hospitals, Primary Care Physicians (PCP), Specialists, Ancillary, Pharmacies, Skilled Nursing Facilities (SNF), Local Health Departments and Federally Qualified Health Centers (FQHC). In addition, the presentation included maps of North Carolina indicating the locations of Critical Access and General Acute Care, FQHCs, SNFs, Primary Care Providers, Specialty Providers and Pharmacies. Mr. Ingram stated Vaya's goal is building a strong statewide

network that can compete against Standard Plans and assures members have access to needed services. Continuing, Mr. Ingram shared the volume of non-contracted PCP claims and outlined the anticipated member discretion at present in addition to steps being taken to minimize disruptions. Mr. Ingram stressed contracting with Duke Health and Atrium Health will greatly minimize disruptions and Vaya remains focused on continuing to contract with all identified providers. Additionally, Mr. Ingram clarified that to minimize disruptions, Vaya has a plan in place to continue services with Out of Network (OON) Providers for up to one year during which time, Vaya will continue work to obtain contracts.

The Board discussed concerns surrounding non-contracted groups, including Duke and Atrium, which have the largest impact on members served by Vaya, and inquired how counties could express concern. Mr. Ronnie Beale, Chair, expressed it may be appropriate to bring the matter before the NCACC's Health and Human Services Steering Committee. Ms. Tracy Hayes, Area Director & Chief Executive Officer, stated Vaya is continuing to negotiate and commended Mr. Ingram for his attentive work, stating his experience and leadership are valued and he is building a strong statewide network that will greatly benefit members not just today, but into the future.

In addition, Mr. Ingram provided the Board with a detailed list of hospitals that were already contracted, possessed a letter of intent (LOI), and were in negotiations, in addition to lists of local health departments, Federally Qualified Health Centers (FQHCs) and skilled nursing facilities.

G. Report of the Consumer and Family Advisory Committee

Ms. Nancy Baker, CFAC Representative, provided the Board with a CFAC update. Ms. Baker reported Vaya's CFAC will extend the nomination period to fill the vacant Region 4 CFAC Governing Board seat vacated by Ms. Benita Purcell, Region 4 CFAC, until after the Rockingham County transition to allow Rockingham County CFAC representatives to participate in the selection process. Next, Ms. Baker provided an agenda summary of the Jan. 8 Vaya CFAC steering committee meeting. Continuing, Ms. Baker shared several Vaya CFAC members attended the Jan. 10 State CFAC meeting at which Ms. Tracy Hayes, Area Director & Chief Executive Officer, and other LME/MCO CEOs, had participated in a 2.5-hour SCFAC panel discussion. Ms. Baker expressed gratitude to Ms. Tracy Hayes for her support and advocacy during the event. Concluding, Ms. Baker shared CFAC will meet on Jan. 29 to discuss proposed changes to N.C.G.S. 112C and announced dates for upcoming Vaya CFAC regional meetings.

H. Report of the Chief Executive Officer

Ms. Tracy Hayes, Area Director & Chief Executive Officer, provided the Board with the Report of the CEO. In observation of Martin Luther King Day, Ms. Hayes shared how Vaya staff would be commemorating Dr. King and his wife Coretta Scott King for their work to ensure civil rights for all individuals. Ms. Hayes shared that Vaya is committed to remaining focused on diversity, equity, and inclusion education and advocacy in the workplace and in the communities served by Vaya, with a particular focus on health disparities through the work of the Health Equity Council. In addition, the presentation included a budget update in which Ms. Hayes shared Vaya had successfully implemented Phase 1 of the cost containment strategy, executed contract amendments for the July 1 fiscal year, Medicaid Expansion, and provider rate increases, and received proposed rates for the Rockingham

County realignment. Ms. Hayes shared Vaya is cautiously optimistic about the potential for additional funds that may be allocated for Tailored Care Management (TCM) and 1915(i) rate enhancements. Additionally, Ms. Hayes shared that Vaya executed a partial sublease of the NASCAR Building and commended Mr. Larry Hill, EVP & Chief Financial Officer and Mr. Steve Martin, General Counsel and Chief Compliance Officer for their work to secure the sublease.

Ms. Hayes continued her report with a state level update and noted North Carolina's Medicaid Expansion has been one of the most successful in the country. Ms. Hayes reminded the Board that the state budget included \$80 million allocated to NCDHHS over FY24 and FY25 for crisis system improvements. Ms. Hayes informed that DMHDDSUS requested all LME/MCOs to identify projects and priorities for this funding. Vaya used a holistic approach to consider the needs in all 32 Vaya counties and has submitted seven proposals to the Department. Ms. Hayes shared Vaya staff participated in a walkthrough of the Alamance Diversion Center with DMHDDSUS Director, Kelly Crosbie, on Jan. 5, 2024, and highly praised Mr. Donald Reuss, VP of BH & IDD Network Operations, stating his vast amount of knowledge was recognized and appreciated as Mr. Reuss will be a participant of an internal workgroup within the Department. Mr. John Paisley expressed appreciation to Vaya for their efforts and support to help lift the Alamance Diversion Center.

In addition, Ms. Hayes shared Vaya's Transition to Community Living (TCL) team scored higher than other MCOs in nearly all areas on the U.S. Department of Justice's (USDOJ) 2023 TCL Annual Report and Vaya's leadership in the area prompted the USDOJ to invite the TCL team to present in both Louisiana and Illinois. Ms. Hayes commended Ms. Rhonda Cox, EVP & Chief Operating Officer, and Celeste Ordiway, VP of Transition & Housing, for their leadership and expressed appreciation to the entire TCL team. Continuing, Ms. Hayes advised that the NC General Assembly had appropriated funds to raise NC Medicaid Innovations waiver service rates in order to increase Direct Care Worker (DCW) hourly rates; however, Ms. Hayes cautioned the amount or percentage of the rate increase is not specified and while this is a move in the right direction, it is not enough to guarantee all DCWs receive the targeted \$18.00 per hour. Ms. Hayes shared Vaya's full, partial, and unchanged rate increases, explaining that some rates will not change because Vaya's rates are already higher than NCDHHS increases. Ms. Hayes continued with updates on the Child Welfare Continuum, and the Pathways to Permanency initiative. Mr. Patrick Betancourt stated Vaya's efforts with regards to the Pathways to Permanency initiative is much appreciated. Next, Ms. Hayes shared the Rockingham County transition is going very well and emphasized Vaya's goal is to ensure seamless continuity of care for members and minimize disruption for providers, the county, and other stakeholders. Lastly, Ms. Hayes provided deliverable status through January 26, 2024 and Community Relations efforts across the catchment area including media and community highlights.

- I. **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).

Ms. Page Lemel made a motion for the Board of Directors to enter closed session. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 5:57 p.m.

Mr. Donnie Potter made a motion for the Board of Directors to resume open session. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 6:50 p.m.

J. Other Business

The Board voted to approve the resolution to expand the Vaya Health catchment area to include Rockingham County in accordance with Secretarial Directive 2023-001 and pursuant to S.L. 2023-134.

Mr. Mark Richardson made a motion to approve the Rockingham County Resolution, as presented. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

K. Motion to Recess until the Following Day

Mr. Mike Norris made a motion to recess until the following day. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

Meeting recessed at 6:56 p.m.

**MEETING MINUTES
January 26, 2024**

<i>In Attendance:</i>	<i>Attending:</i>	<i>Apologies:</i>
Nancy Baker	X (Virtual)	
Ronnie Beale	X	
Patrick Betancourt		X
Dan Brummitt	X (Virtual)	
Ira Dove	X	
Billy Kennedy	X	
William Lapsley	X	
Page Lemel	X	
Pat McGinnis	X (Virtual)	
Mike Norris	X	

Connie Orr		X
Carson Ojamaa		X
John Paisley	X (Virtual)	
Brandon Pittman	X	
Donnie Potter	X	
Mark Richardson	X (Virtual)	
Dakisha “DK” Wesley	X	
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; Steve Martin, General Counsel & Chief Compliance Officer; Rhonda Cox, EVP & Chief Operating Officer; Richard Zenn, Chief Medical Officer; Larry Hill, EVP & Chief Financial Officer; Robert Webb, EVP & Chief Information Officer; Danielle Wittekind, Chief Human Resources Officer; Judith Kirkman, VP of Clinical Strategies; Drew Elliot, VP of Public Affairs; J.K. Coward, Board Attorney; Kelly Crosbie, NC DMH/DD/SUS Director; Jay Ludlam, NC Medicaid Deputy Secretary; McLean Moore, Chief of Staff Business Integrity; Trevor Sharp, Service Desk Manager; Mikhail Korolchuk, Support Specialist II; 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 Motion to Come out of Recess

Mr. Ronnie Beale, Chair, called for the Board of Directors meeting to resume at 8:58 a.m.

B. Presentation from the North Carolina Department of Health and Human Services (NCDHHS)

Mr. Jay Ludlam, NC Medicaid Deputy Secretary, and Ms. Kelly Crosbie, NC DMH/DD/SUS Director addressed the Board via Microsoft Teams. Mr. Ludlam provided an update on Medicaid Expansion sharing North Carolina’s launch has been very successful. The two-year goal is to have enrolled an additional 600,000 individuals. Mr. Ronnie Beale inquired if the Department has addressed concerns surrounding the lack of infrastructure in rural counties to meet the demands of Medicaid Expansion. Mr. Ludlam responded Medicaid Expansion should bring more money to eligible rural hospitals as they begin receiving payments through the Healthcare Access and Stabilization Program (HASP Hospital Directed Payments (HASP) to support the transition to Medicaid Managed Care. Ms. Crosbie added the Department has been working with advisory groups over the last year to identify ways to recruit licensed clinicians to rural areas, working with the General Assembly to get more money for loan forgiveness programs— specifically for behavioral health professionals, and has received funding for startup services that will be Medicaid billable. Ms. Crosbie commended Vaya on the strong vision communicated through proposals submitted to the Department for crisis services in rural communities. Additionally, Ms. Crosbie shared the Department was convening internal and external workgroups to strategically advise on the use of funds appropriated by the General Assembly and all four LME/MCOs will be involved. Mr. Donald Reuss, VP of BH & IDD Network Operations, will be Vaya’s participant. Mr.

Billy Kennedy inquired about the Department's request for Vaya's TCL program training materials and if there could be funding to help increase Vaya's presence for TCL training in counties not in Vaya's catchment. Ms. Crosbie expressed appreciation for Vaya's excellence in many programs and shared it would be positive to find ways to lift up Vaya when leading in certain spaces so Vaya can lead others across the state.

Mr. Ludlam provided a Tailored Plan (TP) update and expressed the Department expects the TP will go live on July 1. Mr. Ronnie Beale communicated that the TP could make a difference in maintaining a public behavioral health and IDD care system in the future and continued postponement of the TP is a concern of the Vaya Board. Mr. Ludlam responded he sees a need for community-based managed care and his personal goal is to make the TP very successful on July 1 to show how North Carolina can take care of its communities.

Ms. Crosbie provided an update on Competitive Integrated Employment and Samantha R. Ms. Crosbie shared the Department is in the process of writing a strategic plan for Competitive Integrated Employment and launching advisory groups. Ms. Crosbie asked that Vaya communicate and identify individuals who would like to be a part of the advisory groups. In addition, Ms. Crosbie shared the Department would continue to ask for more Innovations Waiver slots. Ms. Mary Ann Widenhouse inquired about peer support for older adults. Ms. Crosbie responded and commended Vaya for their work with older adults through the GAMHST program. Mr. Dan Brummitt inquired about centralization of call centers. Ms. Crosbie responded 988 is an international model and is centralized in the state because North Carolina has one certified vendor, but the goal of 988 is not to eradicate other call lines. Ms. Crosbie acknowledged Vaya has a strong call center and 988 can hand off to the local call centers for triage to local providers. Mr. Donnie Potter inquired about the state's effort to support Post Overdose Response Teams (PORTs) and gaining additional providers for opioid addiction. Ms. Crosbie responded.

Annual Board Training Required by N.C.G.S. § 122C-119.1

1. **Financial** – Mr. Larry Hill, Executive Vice President & Chief Financial Officer, presented the annual board of directors' financial training to the Vaya Health Board of Directors, in accordance with N.C.G.S. § 122C-119.1.
2. **Board Responsibilities and Compliance Oversight** – Mr. Steve Martin, General Counsel & Chief Compliance Officer, presented the annual board of directors' Tailored Plan (TP) compliance and board responsibilities training to the Vaya Health Board of Directors, in accordance with N.C.G.S. § 122C-119.1. Mr. Mike Norris asked Mr. Martin to make mention of intended plans to provide members of the Finance Committee with a deeper delve into financial integrity and obligations under the regulatory structure, specifically around financial issues. Mr. Martin responded.
3. **Clinical Training: Attention Deficit Hyperactivity Disorder (ADHD)** – Ms. Judith Kirkman, VP of Clinical Strategies provided a presentation on attention deficit hyperactivity disorder (ADHD) and impacts of the neurodevelopmental condition as a co-occurring diagnosis. The presentation included risks of undiagnosed ADHD and the impact on member well-being. In addition, Ms. Kirkman shared that ADHD responds well to pharmacological treatment and it is important for Vaya to have a robust PCP network that supports access to treatment so members can get the

treatment they need. Mr. Billy Kennedy inquired if increased diagnosis was related to social awareness and if overdiagnosis is present. Ms. Kirkman responded. Dr. Richard Zenn, Chief Medical Officer, added ADHD diagnosis is a clinical diagnosis and is reliable; however, ADHD is underdiagnosed as many individuals learn to cope with the disorder over time. Concluding, Ms. Kirkman detailed that continuing to educate others about ADHD is crucial as awareness can lead to diagnosis which can positively impact members who may be living with ADHD without realizing they have the disorder and finding ways to cope in unhealthy or noneffective ways.

C. Other Business

Board Members were provided with additional information in the form of handouts titled: Who We Are, Tailored Plan Resource Guide, and Board of Directors Resource Materials. Ms. Hayes shared some Board Members had asked for follow-up discussions with former Board Member, Dr. Tim Fitzsimons, to determine specific topics the Board feels would be beneficial. Ms. Hayes explained her focus since transitioning to CEO has been to highlight clinical and administrative operation functions through dedicated presentations each Board meeting by a Vaya leader, which she thinks is in alignment with the feedback provided by Mr. Fitzsimons. Ms. Hayes invited Board Members to identify any specific clinical, operational, or functional that the Board would like to learn more about and Vaya staff would be happy to present at upcoming meetings.

D. Adjournment

Mr. Dan Brummitt made a motion to adjourn. Mr. Bill Lapsley seconded the motion.
Motion unanimously approved.

Meeting adjourned at 12:06 p.m.



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