

EXECUTIVE COMMITTEE MINUTES

January 25, 2024

1:00 – 3:00 p.m.

The Executive Committee of the Board of Directors of Vaya Health conducted its regular meeting on January 25, 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).

Committee Members:	Attending:	Apologies:
Nancy Baker	X	
Dan Brummitt	X (Virtual)	
Ronnie Beale	X	
Mike Norris	X	
Billy Kennedy	X	

Also attending the Executive Committee meeting:

Tracy Hayes, Area Director & Chief Executive Officer; Steve Martin, General Counsel & Chief Compliance Officer; Larry Hill, EVP & Chief Financial Officer; J.K. Coward, Board Attorney; David Bono, Infrastructure Administrator; Trevor Sharp, Service Desk Manager; Mikhail Korolchuk, Support Specialist; 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. Welcome and Call to Order

Mr. Ronnie Beale, Chair, called the meeting to order at 1:04 p.m.

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

Mr. Mike Norris made a motion to approve the Agenda and Meeting Minutes, as presented. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

C. Report of the Chair

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 and welcomes the county’s presence on the Board of Directors, noting Mr. Richardson’s vast expertise and experience will be an asset to the Board.

In addition, Mr. Beale and Ms. Tracy Hayes 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, has resigned, vacating the Chair appointment; in response, Region 3 Board appointed Mr. Donnie Potter, Caldwell County Commissioner as Chair for the Region. Ms. Hayes 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. Ms. Hayes advised that Region 4 will be collecting nominations for a new Vice Chair to be voted on at the next regularly scheduled meeting.

Mr. Mike Norris motioned to bring the nomination of Mr. Mark Richardson as an at-large member before the Governing Board for membership. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Mike Norris, Finance Committee Chair, addressed the Executive Committee regarding his recommendation to appoint Mr. Mark Richardson to the Finance Committee. Mr. Beale acknowledged the nomination.

Ms. Christina Rose Carter, Executive Chief of Staff & Board Secretary, displayed the current Bylaws of the Board of Directors of Vaya Health with proposed revisions. Ms. Tracy Hayes advised the proposed revisions included the addition of former county commissioners as possible appointees to Regional Boards and included the addition of Rockingham County to Vaya's catchment area in accordance with Secretarial Directive 2023-001.

D. Report of the Area Director and Chief Executive Officer

Ms. Tracy Hayes, Area Director & Chief Executive Officer, presented the report of the CEO to the committee, which included a tribute to Dr. Martin Luther King and his wife Coretta Scott King in celebration of Martin Luther King Day, a FY23-24 Budget update including the successful implementation of Vaya's recent cost containment efforts, NCDHHS contract amendments executed, Medicaid Expansion, provider rate increases resulting from the recent Appropriations Act, and NCDHHS proposed rates for Rockingham County. Ms. Hayes reviewed the impact of the rate increases intended to increase direct care worker (DCW)/ direct support professional (DSP) rates, explaining that some rates will not change as Vaya's rates are already higher than NCDHHS increases.

Mr. Mike Norris recommended *Strength to Love*, a work written by Dr. King in 1963, for Vaya Board members and staff to consider reading. Ms. Hayes stated the work could be recommended to staff at the next All Staff Meeting and expressed appreciation for a Board that supports Vaya's focus on diversity, equity, and inclusion.

Ms. Hayes continued her report, sharing that Vaya responded to a DMHDDSUS survey identifying projects and priorities for the \$80 million allocated to NCDHHS for crisis system improvements, and that Vaya participated in a walkthrough of the Alamance Diversion Center with DMHDDSUS Director, Ms.

Kelly Crosbie. Ms. Hayes commended Ms. Crosbie for her efforts to gain collaborative input from individuals who are actively working on ground level operations and shared Mr. Donald Reuss, VP of BH/IDD Network Operations would be joining an internal workgroup at the Department.

In addition, Ms. Hayes commended Vaya's Transitions to Community Living (TCL) team, sharing that Vaya scored higher than other LME/MCOs in almost all areas on the U.S. Department of Justice's 2023 TCL Annual Report from the TCL Independent Reviewer. Ms. Hayes continued with a Child Welfare Continuum and a Pathways to Permanency update. Concluding, Ms. Hayes reported the Rockingham County transition has been very positive and meetings with community stakeholders and county leaders have been productive and member focused. In particular, Ms. Hayes commended Rockingham County HHS/DSS Director Felissa Farrell as a collaborative partner and forward-thinking health leader who shares Vaya's vision for whole-person, integrated care.

- E. 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. Nancy Baker made a motion for the Executive Committee to enter closed session. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

The Executive Committee entered closed session at 1:48 p.m.

Mr. Dan Brummitt Joined the meeting.

Ms. Nancy Baker made a motion for the Executive Committee to resume open session. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

The Executive Committee resumed open session at 2:52 p.m.

F. Other Business

No other business was discussed.

G. Adjournment

Mr. Ronnie Beale made a motion to adjourn. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

The Executive Committee adjourned at 2:53 p.m.



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