

MEETING MINUTES

March 28, 2024

4:30 – 6:15 p.m.

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, March 28, 2024 at the Vaya Health Regional 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).

Board Members:	Attending:	Apologies:
Nancy Baker	X	
Ronnie Beale	X	
Patrick Betancourt	X	
Dan Brummitt	X	
Ira Dove	X (Virtual)	
Billy Kennedy	X	
William Lapsley	X (Virtual)	
Page Lemel	X (Virtual)	
Pat McGinnis	X	
Mike Norris	X	
Connie Orr		X
Carson Ojamaa	X (Virtual)	
John Paisley	X	
Brandon Pittman	X (Proxy to Bill Lapsley)	
Donnie Potter	X	
Mark Richardson	X	
Dakisha “DK” Wesley		X
Mary Ann Widenhouse	X (Virtual)	
Gwynneth Wildcatt	X (Virtual)	
Ashley Wooten	X (Virtual)	

Also attending the Board of Directors meeting:

Tracy Hayes, Area Director & Chief Executive Officer; Steve Martin, General Counsel & Chief Compliance Officer; Rhonda Cox, Executive Vice President (EVP) & Chief Operating Officer; Richard Zenn, Chief Medical Officer; Larry Hill, EVP & Chief Financial Officer; Robert Webb, EVP & Chief Information Officer; J.K. Coward, Board Attorney; Dave Richard, McGuireWoods Senior Vice President (VP) of State Government Relations; Drew Elliot, VP of Public Affairs; Sara Wilson, VP of Care Management; Brian Shuping, VP of Community Relations; Yvonne French, NCDHHS Liaison; Ricky Graves, Consumer and

Family Advisory Committee (CFAC) Representative; Houston Barrow, Region 4 Board Representative, Rockingham County Commissioner; Mikhail Korolchuk, Service Desk Support Specialist II; Jaquan Dozier, Service Desk Support Specialist II; Christina Rose Carter, Executive Chief of Staff & Secretary to the Board; Ashley Logan, Board Support & Administrative Professional; Shelley King, Clerk to the Board; and no members of the public.

A. Welcome and Call to Order

Mr. Ronnie Beale, Chair, called the meeting to order at 4:31 p.m. Ms. Christina Rose Carter, Executive Chief of Staff & Secretary to the Board, facilitated roll call at the request of Mr. Beale.

B. Approval of Agenda, and January 25-26, 2024 Board Retreat Minutes

Mr. Mike Norris motioned to approve the Agenda and Meeting Minutes, as presented. Mr. Donnie Potter seconded the motion.

Motion unanimously approved.

C. Public Comment

No members of the public signed up for public comment for the March 28, 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, informed Board Members of RockyFest 2024, an upcoming Vaya sponsored community event dedicated to the memory of Mr. Rick French, former Board Chair and Alexander County Manager. Mr. Beale shared a statement drafted by Ms. Tracy Hayes, Area Director & CEO, highlighting details of Mr. French's dedicated work to Vaya Health and his decades of advocacy for maintaining and strengthening the public health system. RockyFest 2024 will take place on Saturday, April 20 in Hiddenite, NC with Ms. Hayes speaking at the 9:45 a.m. event opening.

Continuing, Mr. Beale brought before the Board the Executive Committee's recommendation to hold the regularly scheduled May 23, 2024 Board of Directors meeting in Macon County. The Board agreed by consensus.

Ms. Tracy Hayes shared Vaya will be sponsoring a table at the Cherokee Indian Hospital Foundation Gala on Saturday, June 15, 2024 and encouraged Board Members to inform Ms. Christina Rose Carter, Executive Chief of Staff & Secretary to the Board, if interested in attending.

Ms. Nancy Baker introduced Mr. Ricky Graves, Vaya Region 4 CFAC member and Rockingham County resident, who has been nominated to fill the vacant Region 4 CFAC Representative seat on the Vaya

Board of Directors. Ms. Baker advised all Vaya CFAC Regions will vote on Mr. Graves' nomination at the April CFAC meeting. Mr. Graves provided a brief personal and professional summary.

F. Report of the Chief Executive Officer

Ms. Tracy Hayes, Area Director & Chief Executive Officer (CEO), introduced special guest, Mr. Dave Richard, McGuireWoods Senior Vice President of State Government Relations and former Deputy Secretary for NC Medicaid, NCDHHS. Mr. Richard commended Ms. Hayes for her seamless transition into the Vaya CEO role and stated her colleagues across the state recognize the strength and experience she brings, noting her focus has always been placed on the people served. Mr. Richard informed the Board of the consultation work he has been involved with surrounding LME/MCOs and introduced the North Carolina Association for Public Community Health Plans (NCAPCHP) representing North Carolina's four LME/MCOs. The NCAPCHP was established to create one unified voice streamlining communication with the legislature and NCDHHS to improve standardization, minimize provider burden, and better align practices across the state. Mr. Richard stated he was honored and excited to be a part of the newly formed association and commended the four LME/MCO CEOs for their collaborative efforts and dedication to strengthening and sustaining North Carolina's public health system. Ms. Hayes advised the association would be introduced to the legislature at the Joint Legislative Oversight Committee Meeting on Medicaid (JLOC) April 2. Mr. Beale inquired if the association would have a board of directors. Mr. Richard responded.

Ms. Hayes provided a Tailored Plan (TP) readiness update advising Vaya has met the 90% threshold for Primary Care Physician (PCP) disruption and is in excellent position for TP go live. Additionally, the report included TP, Healthy Opportunities, and Medicaid Direct deliverables status through March 28, 2024, and TP and Medicaid Direct Scorecard Executive Summaries through March 22, 2024. Ms. Hayes advised on completed Learning and Development trainings, potential changes including expanding Geriatric and Mental Health Specialty Training (GAMHST) to Wake, Johnston and Harnett Counties and shared Vaya's upcoming 2024 Learning Summit, with MAHEC, will take place May 1-2, 2024. Mr. Donnie Potter expressed appreciation for Vaya's trainings available to caregivers supporting individuals with dementia. Ms. Pat McGinnis inquired about training for consumers to encourage and support self-sufficiency. Ms. Hayes responded.

Continuing, Ms. Hayes provided an update on the conclusion of Vaya's Adventure Awaits Campaign, a word-of-mouth foster parent recruitment campaign to help combat the shortage of foster families. The campaign reached over 533,268 individuals through social media outlets and connected viewers to Vaya's Pathways to the Permanency landing page, designed to support families interested in both Family Foster (DSS) and Therapeutic Foster Care. Ms. Hayes shared media and community highlights surrounding the campaign and commended Ms. Rhonda Cox, EVP & Chief Operating Officer, and her team, on the successful launch of Adventure Awaits.

Continuing, Ms. Hayes shared Dr. Stephanie Craycroft-Andrews, Clinical Pharmacist, was invited to address the North Carolina General Assembly to discuss tianeptine or "gas station heroin", an

antidepressant approved in some countries, which is being marketed as an over-the-counter dietary supplement in the United States.

Concluding, Ms. Hayes shared upcoming events and upcoming recognitions Vaya will be highlighting in social media and other media campaigns during April and May.

G. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, Executive Vice President & Chief Financial Officer (CFO), presented the Report of the CFO including Vaya Health's FYTD 23-24 Financial Reports and Dashboards ending Jan. 31, 2024. The presentation included Financial Key Performance Indicators (KPIs), and data trends regarding Full Time Employee (FTE), Total Profitability, Total Revenue Administrative Percent, Administrative Operating Expense, Medical Loss Ratio (MLR), and Vaya's Fund Balance. In addition, the report included a comparison to peer LME/MCO's MLR. The report also included Vaya's Consolidated Income Statement and a Full Balance Sheet through Jan. 31, 2024.

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

Motion unanimously approved.

Continuing, Mr. Hill presented a thorough review of FY23-24 Budget Revision No. 1, highlighting revisions proposed in light of absorbed costs as a result of the Tailored Plan (TP) Implementation delay, Medicaid Expansion Go-Live, and the addition of Rockingham County to Vaya's catchment area.

Mr. Donnie Potter made a motion to approve FY23-24 Budget Revision No. 1, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. John Paisley left the meeting.

H. Integrated Care Management Presentation

Ms. Sara Wilson, Vice President of Care Management, provided the Board with a presentation on Integrated Care Management. Ms. Wilson began by giving a brief professional and personal summary. The presentation included an overview of positions comprising the Integrated Care Management Team and positions that help with delivering integrated care. In addition, Ms. Wilson explained the Continuity of Care approach includes a patient-centered team where care managers work cooperatively with other skilled professionals in ongoing healthcare management. Care Managers work across a variety of forums including Clinical Consultation, Diagnosis, Medication Lists and Education. Continuing, Ms. Wilson shared data illustrating RN Process and the Number of Members Involved in Integrated Care from December 2023 to February 2024. Ms. Nancy Baker inquired if all LME/MCOs operate an integrated care management model. Ms. Rhonda Cox, EVP & Chief Operating Officer, responded. Concluding, Ms. Wilson provided success stories illustrating how the Integrated Care Model impacts individuals served by Vaya Health.

I. Regulatory Compliance and Quality Committee Report

Mr. Billy Kennedy, RCQC Chair, updated the Board on presentations and reports provided during the committee 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 shared an opportunity for improvement identified by Vaya staff regarding Medicaid Follow-Up After Discharge, advising the Board that the Acute Transition Team is working with the Claims and Encounters Team to ensure follow-ups are completed and recorded correctly in Vaya's claims system. In addition, Mr. Kennedy shared Innovations Primary Care and Transitions to Community Living (TCL) metrics are outstanding. Mr. Kennedy stated data indicated the call center continues to do well and encouraged Board Members to review the data provided.

J. Provider Advisory Council Report

Ms. Carson Ojamaa, Provider Advisory Council (PAC) President, informed the Board, the last PAC meeting was held March 20 at which the Employee of Record Committee welcomed a newly elected Chair, Ms. Cynthia Reece, and the IDD Committee welcomed a new chair, Ms. Janet Price-Ferrell. Vaya, on behalf of PAC, submitted a funding request to Dogwood Trust for a position to lead the PAC's proposed workforce development initiatives. In conjunction with the request, the PAC is establishing a new Workforce Development Committee, and has asked for a PAC member to volunteer to chair the new committee, who will supervise the person hired. Ms. Ojamaa shared proposed revisions to the PAC Bylaws were approved and expressed appreciation for the attentive support offered by Mr. Tommy Duncan, Provider Education & Communications Manager, who assisted with the Bylaws revisions. The next PAC meeting is scheduled for April 17, 2024. Ms. Nancy Baker commended PAC for the valuable information and for being inclusive of CFAC members.

K. Consumer and Family Advisory Committee Report

Ms. Pat McGinnis, CFAC Representative, provided the Board with an update regarding CFAC activities and presentations completed at the March 13 Steering Committee meeting. Additionally, Ms. McGinnis shared that on March 5, in response to proposed changes to N.C.G.S. §122C-170, Vaya CFAC sent a letter to key decision makers advising that any changes be initiated and vetted by CFAC members before being submitted for consideration. Continuing, Ms. McGinnis informed Ms. Kelly Crosbie, NC Division of MHDDSUS Director, hosted discussions with local CFAC members regarding the proposed N.C.G.S. §122C-170 changes, during which she communicated the voices and feedback of local CFACs had been heard and proposed changes to N.C.G.S. §122C-170 would not be submitted to the General Assembly for review. Concluding, Ms. McGinnis shared upcoming CFAC events.

Mr. Ronnie Beale motioned for a brief recess at 6:41 p.m. Mr. Beale called for the meeting to resume at 6:57 p.m.

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. Mark Richardson made a motion for the Board of Directors to enter closed session. Mr. Donnie Potter seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 7:00 p.m.

Mr. Mike Norris 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 7:40 p.m.

M. Other Business

The Board voted to approve the resolution in support of Vaya Health becoming the statewide administrator for the Children and Families Specialty Plan (CFSP) in response to a request for proposal issued by the North Carolina Department of Health and Human Services.

Mr. Mark Richardson made a motion to approve the Resolution of Support, as presented. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

N. Adjournment

Mr. Billy Kennedy made a motion to adjourn. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

Meeting adjourned at 7:53 p.m.



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