

**BOARD OF DIRECTORS
OPEN SESSION MEETING MINUTES**

June 27, 2024

4:30 – 6:00 p.m.

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, June 27, 2024 at the Vaya Health Administrative 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).

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

Also participating in Board of Directors:

Tracy J. Hayes, Area Director & Chief Executive Officer; Steve Martin, General Counsel & Chief Compliance Officer; Larry Hill, Executive Vice President (EVP) & Chief Financial Officer; Rhonda Cox, EVP & Chief Operating Officer; Richard Zenn, Chief Medical Officer; Danielle Wittekind, Chief Human Resources Officer; Yvonne French, NCDHHS Liaison; Brian Shuping, Vice President (VP) of Community Relations; Heather Cree, VP of Pharmacy Operations; Lorena Wade, Deputy Chief Medical Officer; Patty Wilson, VP

of Learning & Development; Karla Mensah, VP of Member & Recipient Services; Celeste Ordiway, VP of Transition & Housing; Marvin Sanders, VP of Regulatory Affairs; Drew Elliot, VP of Public Affairs; Melissa Isaacs, Executive Director of Finance; Mickie Hilbert, Chief of Staff of Information Services; Ashley Logan, Board Support & Administrative Professional; Christina Rose Carter, Executive Chief of Staff & Secretary to the Board; and no members of the public.

A. Call to Order and Roll Call

Mr. Ronnie Beale, Board 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, confirming a quorum of the Board of Directors.

B. Approval of Agenda and May 23, 2024 Meeting Minutes

Mr. Mark Richardson made a motion to approve the Agenda, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Mr. Ira Dove made a motion to approve the Meeting Minutes, as presented. Mr. Dan Brummitt 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. Public Hearing on the Proposed Vaya Health State Fiscal Year 2024-2025 Budget

Mr. Ira Dove made a motion to open the public hearing. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

The Board of Directors opened the public hearing at 4:37 p.m.

No members of the public offered public comment on the Proposed Vaya Health State Fiscal Year 2024-2025 Budget.

Mr. Mark Richardson made a motion to close the public hearing. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

The Board of Directors closed the public hearing at 4:38 p.m.

E. Report of the Chair

Mr. Ronnie Beale, Board Chair, addressed the Board members and shared appreciation for visiting Macon County, NC in May for the Macon County Behavioral Health Task Force and the Board of Directors meeting.

Mr. Beale continued with recognition of Vaya for setting a high standard for LME/MCOs across the state, and thanked all Vaya staff and the Board for the hard work and dedication that goes into ensuring consistent delivery of whole person, quality care to the members and recipients of the communities Vaya serves.

F. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, EVP & Chief Financial Officer, presented the Fiscal Year to Date (FYTD) Financial Dashboards and Reports ending May 31, 2024, to the Board. The presentation included Financial Key Performance Indicators (KPIs), and data trends regarding Total Revenue Administrative Percent, Vaya's Fund Balance, and Full Time Employees (FTEs). Mr. Hill additionally presented updated profitability and capital reserve projections and referenced Vaya's Consolidated Income Statement and Balance Sheet in the appendix attached.

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 then presented FY23-24 Budget Revision No. 2 to the Board. The budget revision reflects additional allocation to Medicaid Risk Reserve and State/ Federal Services.

Mr. Mike Norris made a motion to approve the FY23-24 Budget Revision No. 2, as presented. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Mr. Hill presented the Annual Operating Budget Ordinance for FY 2024-2025. Mr. Ronnie Beale, Chair, read the Budget Ordinance verbally.

Mr. Mike Norris made a motion to approve the State Fiscal Year 2024-2025 Budget of \$1,477,527,219, as presented. Mr. Dan Brummitt seconded the motion.

Discussion: Mr. Patrick Betancourt inquired regarding how Vaya's SFY 2024-2025 Budget compares to peer LME/MCOs in the state. Mr. Hill responded. Mr. Billy Kennedy highlighted Vaya's not for profit operating budget and the protection it provides to quality service and member care to those Vaya serves through the absence of a profit driven operating model. Mr. Brandon Pittman inquired regarding the purpose of the premium tax. Mr. Hill responded.

Motion unanimously approved.

Mr. Mike Norris made a motion for approval, as recommended by the Finance Committee, to authorize the Chief Financial Officer to expend administrative dollars as needed for recruitment and staffing for the statewide Money Follows the Person (MFP) program launch in September, with the understanding a budget revision will be presented reflecting the allocation and administrative costs to the Finance

Committee and Board of Directors during the August 22 Board of Directors Meeting. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Hill expressed appreciation and recognition of Ms. Melissa Isaacs, Executive Director of Finance, for her unwavering commitment to Vaya and hard work year over year.

G. Report of the Area Director and Chief Executive Officer

Ms. Tracy Hayes, Area Director & Chief Executive Officer, began her report to the Board with news of the recent NCDHHS statewide contract award to Vaya, RFP #30-2024-002-DHB Money Follows the Person (MFP). Ms. Hayes commended the unprecedented quality of care and service delivered by Vaya's transition coordination staff that laid the foundation for the contract award. Ms. Hayes emphasized the MFP program aligns with Vaya's mission, vision, and core values. Mr. Ronnie Beale thanked Ms. Hayes for sharing the celebratory news with the Board by show of a round of applause for staff.

Continuing, Ms. Hayes reported the current status of contract deliverables for Tailored Plan, Medicaid Direct, and Healthy Opportunities Pilot (HOP) program. Mr. Beale inquired to Ms. Hayes regarding the best point of contact for Board members in the event any receive a question in the community. Ms. Hayes responded, advising the Secretary to the Board is the best initial point of contact but that there is no wrong door and Vaya maintains a customer service-oriented approach.

Ms. Hayes then described Vaya's Tailored Plan launch and Medicaid Direct Steering Committee and Command Center approach for ensuring accurate and efficient implementation. Ms. Hayes shared the most recent NCDHHS Tailored Plan and Medicaid Direct Scorecard Executive Summaries with the Board, and commended Mr. Robert Webb, EVP and Chief Information Officer, and the Information Services Division for their tremendous effort to ensuring data integrity and software implementation through tireless amounts of work. Ms. Hayes concluded readiness updates with an overview of Vaya's project implementation status.

Next, Ms. Hayes shared regarding the recent innovation 2 insight (i2i) conference held in Raleigh, NC. Vaya was a sponsor of the event with two staff presentations: Ms. Ashley Parks, Vaya's Child and Family Treatment Continuum Director, and Dr. Heather Cree, Vaya's VP of Pharmacy Operations. Additionally, participated in an LME/MCO Chief Executive Officer Panel that was well attended.

Lastly, Ms. Hayes asked the Board for a moment to recognize the dedication of Vaya's Vice President level leadership group, the Transformers Team whose efforts are the backbone of Vaya's operations. Ms. Hayes introduced each Transformer in attendance individually expressing gratitude and appreciation for their investment, emphasizing, Tailored Plan would not be possible without each and every member of the team.

Ms. Hayes then introduced Dr. Heather Cree, VP of Pharmacy Operations, to the Board for the next presentation, and shared a compliment received regarding Dr. Cree's involvement with the Health Equity Council, and gratitude for Ms. Rhonda Cox, EVP and Chief Operating Officer, for being the Council's executive sponsor.

H. Health Equity Council and Clinical Pharmacy Program Presentation

Dr. Heather Cree, VP of Pharmacy Operations, presented to the Board an overview of the Health Equity Council (HEC) and Vaya's Clinical Pharmacy program. The presentation included an introduction of the clinical pharmacy team members, and an explanation of what is Clinical Pharmacy. Mr. Beale inquired if the program included Vaya dispensing medicine or a network of providers. Dr. Cree responded affirming the latter. Ms. Hayes clarified that Vaya still dispenses NARCAN to first responders across our catchment area through the use of community reinvestment and grant funding.

I. Regulatory Compliance and Quality Committee (RCQC) Report

Mr. Billy Kennedy, RCQC Chair, shared updates received from Vaya staff during today's committee meeting. Mr. Kennedy reminded Board members that performance benchmarks will become Service Level Agreements (SLAs) as a Tailored Plan and include liquidated damages for missed performance. Mr. Kennedy spotlighted Vaya's high performance demonstrated through the metrics reporting and encouraged all Board members to thoroughly review the committee material included in their Board packet for a wealth of information.

Mr. Kennedy informed that available reports also include the Quality Management and Improvement Program (QMIP) and Quality Assessment and Performance Improvement (QAPI) Plan, and the Compliance Program Plan and Compliance Program Report.

Mr. Billy Kennedy made a motion to approve Quality Management and Improvement Program (QMIP) and Quality Assessment and Performance Improvement (QAPI) Plan, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Mr. Billy Kennedy made a motion to approve the Compliance Program Plan and Compliance Program Report, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

J. Report of the Provider Advisory Council (PAC)

Ms. Carson Ojamaa, PAC President, provided the Board with an update regarding recent and upcoming PAC activities. Ms. Ojamaa first shared regarding the last PAC meeting held on May 15, 2024, with 68 provider representatives in attendance; additionally, the June 19, 2024 meeting was cancelled in observance of Juneteenth. Ms. Ojamaa shared updates from each PAC committee, including the Barriers Committee, the Employer of Record (EOR) Committee, and Licensed Independent Practitioners (LIPs). PAC continues to work to ensure representation and inclusion of LIPs, this will include an upcoming survey to all LIPs, establishing a communication board, and additionally hosting two town hall forums. Vaya attended the recent PAC meeting and presented on the AFL In Reach Process, a Tailored Plan update, and the Provider Satisfaction Survey results. The next PAC meeting is July 17, 2024.

K. Report of the Consumer and Family Advisory Committee (CFAC)

Ms. Mary Ann Widenhouse, CFAC Representative, provided the Board with an update regarding recent and upcoming CFAC activities. Ms. Widenhouse shared an update regarding the Regional CFAC meetings held in June, including highlights from the meeting agenda and recommendations resulting from the discussion. The report also included updates on community events attended by CFAC, and upcoming events including the CFAC Steering Committee. Ms. Widenhouse, on behalf of CFAC, reinforced the standing invitation extended to Vaya Health Board members to attend the CFAC regional meetings.

Mr. Ronnie Beale called a brief recess at 6:30 p.m. for attendees to gather dinner. Mr. Beale called for the meeting to resume at 7:10 p.m.

Mr. Ronnie Beale, Board Chair, provided a reminder to the Board regarding participation with the FY24 Area Director and Chief Executive Officer Performance Evaluation. Additionally, Mr. Beale addressed Mr. Patrick Betancourt on behalf of the Board, and expressed condolences for the recent loss of Mr. Betancourt's mother. Mr. Betancourt thanked Mr. Beale for the sentiment.

L. Closed Session

Mr. Ronnie Beale, Board Chair, called for a motion for the Board of Directors to enter closed session pursuant to N.C. Gen. Stat. §143-318.11(a)(1) 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. Ira Dove seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 7:13 p.m.

Mr. Ira Dove made a motion for the Board of Directors to resume open session. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 7:51 p.m.

M. Other Business

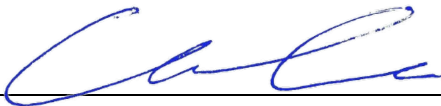
No other business was discussed.

N. Adjournment

Ms. Nancy Baker made a motion to adjourn. Mr. Mark Richardson seconded the motion.

Motion unanimously approved.

The Board of Directors adjourned at 7:52 p.m.



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