

**BOARD OF DIRECTORS
OPEN SESSION MEETING MINUTES**

October 24, 2024

4:30 – 6:00 p.m.

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, October 24, 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 (Virtual)	
Ira Dove	X	
Ricky Graves	X	
Billy Kennedy	X	
William “Bill” Lapsley	X	
Page Lemel	X (Virtual)	
Pat McGinnis	X	
Mike Norris	X	
Carson Ojamaa	X (Virtual)	
Connie Orr	X (Virtual)	
John Paisley	X (Virtual)	
Brandon Pittman		X
Donnie Potter	X (Proxy to Billy Kennedy)	
Mark Richardson	X (Virtual)	
Dakisha “DK” Wesley	X (Proxy to Billy Kennedy)	
Mary Ann Widenhouse	X (Proxy to Pat McGinnis)	
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; JK Coward, Board Attorney; Jeremy Hicks, CliftonLarsonAllen; Cat Faughnan, CliftonLarsonAllen; Yvonne French, NCDHHS Liaison; Mickie Hilbert, Chief of Staff – Information Systems Division; 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 4:33 p.m.

Ms. Nancy Baker requested a moment to share with the Board regarding a recent message from Mr. Jerry Rice, a consumer advocate who previously attended Vaya Health Board meetings. Ms. Baker unexpectedly bumped into Mr. Rice at a local store, where he shared he is doing well and enjoying retirement. Mr. Rice shared that he has not forgotten Vaya Health or the Board of Directors and says hello. Ms. Carson Ojamaa reflected kindly on Mr. Rice, remembering that he referred to himself as a “Community Agitator” for driving change.

B. Approval of Agenda and August 22, 2024 Meeting Minutes

Ms. Nancy Baker made a motion to approve the Agenda and Meeting Minutes, as presented. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

C. Public Comment

No members of the public signed up for public comment at the October 24, 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. Presentation of the FY23-24 Independent Audit Report

Mr. Larry Hill, EVP & Chief Financial Officer, introduced Mr. Jeremy Hicks, CliftonLarsonAllen, who presented the 2024 Audit Results and Report to the Board of Directors. Mr. Hicks began the report with required auditor communications (independent auditor disclosures) and the Executive Summary identifying no significant findings or noncompliance and no material weaknesses or issues.

Mr. Ricky Graves requested clarification on the meaning of “tie-outs”. Mr. Hill responded with clarification.

Mr. Mike Norris made a motion to approve the FY23-24 Independent Audit Report, as presented. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Mr. Billy Kennedy expressed appreciation and gratitude for the hard work and diligence of the Finance Department staff.

F. Report of the Chair

Mr. Ronnie Beale, Board Chair, welcomed newly appointed Region 4 Vice Chair, Mr. Houston Barrow, Rockingham County Commissioner, to the Board of Directors. Mr. Beale led the swearing in of Mr. Barrow. Mr. Barrow thanked the Board and expressed appreciation for joining the Board of Directors.

Mr. Beale prompted for a moment of silence in remembrance of lives lost to Hurricane Helene and the communities that continue to work to recover from the storm damages.

G. Report of the Area Director and Chief Executive Officer

Ms. Tracy Hayes, Area Director & Chief Executive Officer, addressed the Board with information regarding Vaya's response and recovery efforts following Hurricane Helene, including support to all employees, providers in need, and the members and recipients Vaya serves. Ms. Hayes apprised the Board of Vaya's immediate response efforts, including verification of staff safety, member outreach, direct provider support, shelter support, relief supply distribution, and flexibilities for impacted staff and provider agencies. Ms. Hayes shared that Vaya has granted approximately \$1,787,600 in hardship stabilization payments directly to providers to date. Ms. Page Lemel commended Vaya, and stressed the importance of the public system and advocacy to NCDHHS, and the General Assembly. Ms. Hayes thanked Ms. Lemel for her timely suggestion.

Ms. Hayes asked Ms. Rhonda Cox to explain to the Board the recent Back @ Home Helene Disaster Recovery Program Vaya has been asked to implement. Ms. Hayes then explained that Vaya's Learning & Development team was scheduled to deliver CIT training to Polk County First Responders on September 23 – 27, 2024. While the training was cut short by one day, Polk County specifically thanked Vaya for this training as it helped their first responders while navigating Hurricane Helene.

Ms. Hayes advised the Board of the CFAC Retreat upcoming in November and welcomed all Board members to attend. If interested, please communicate with the Board Secretary.

Finally, Ms. Hayes shared news of a request from Senator Ralph Hise for an emergency Innovations Waiver slot for a Yancey County member on the waitlist whose home was destroyed by the hurricane. Vaya swiftly authorized the emergency slot, and the request prompted a dialogue with NCDHHS that resulted in the Department seeking authority to repurpose unused military transfer slots to emergency slots for individuals impacted by the disaster.

H. 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 August 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. Mike Norris made a motion to approve the Financial Dashboards and Reports, as presented. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

I. Workforce Demographics Presentation

Ms. Danielle Wittekind, Chief Human Resources Officer, addressed the Board to provide metrics regarding the demographics of Vaya's workforce in comparison to the members and communities Vaya serves. Mr. Norris inquired regarding how many employees are above the age of 67. Ms. Wittekind responded, to which Mr. Norris shared his appreciation for those that continue to work post eligibility for social security.

Mr. Ricky Graves asked regarding the collection of demographics on historically underutilized providers. Ms. Hayes responded.

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

Ms. Pat McGinnis, CFAC Representative, provided an update to the Board regarding recent CFAC meetings and the focus on recovery efforts of Hurricane Helene. Additionally, Ms. McGinnis extended an invitation from CFAC to the Board of Directors to attend the 2024 CFAC Annual Retreat scheduled to occur in November at the Great Wolf Lodge in Concord, NC.

K. Report of the Provider Advisory Council (PAC)

Mr. Ronnie Beale, Board Chair, called on Ms. Christina Rose Carter, Executive Chief of Staff and Secretary to the Board, to provide the Report of the PAC on behalf of Ms. Carson Ojamaa, PAC President. Ms. Carter addressed the Board and provided Ms. Ojamaa's update regarding the recent PAC meeting held on October 10, 2024, where there were 66 attendees. The meeting was tailored for the attendees to connect with one another following Hurricane Helene. The discussion and updates focused on the impact to their agencies and the communities they serve, and shared inspiring stories. Additionally, the PAC attendees expressed great appreciation for Vaya Health, and in particular, Mr. Donald Reuss, Vice President of Behavioral Health, I/DD and TBI Network Operations.

L. Closed Session

Mr. Ronnie Beale, Board Chair, advised the Board, the Executive Committee does not have any items for discussion in closed session. Mr. Beale confirmed consensus of the Board to forgo closed session as no items require discussion.

M. Other Business

Mr. Beale called upon Ms. Carter for confirmation of the next Board meeting date, Friday, December 13, 2024, with Executive Committee starting at 11:00 a.m. at Vaya's regional office in Burlington, NC. Mr. Beale reminded the Board the December meeting will be Mr. Pittman's last meeting as a member of the Board of Directors, and we look forward to honoring him at that time. Mr. Beale spoke highly of Mr. Pittman, his contribution to the community, and stated the CEO will provide a plaque of recognition for Mr. Pittman.

Ms. Hayes shared the tragic and unexpected loss in Madison County of Ms. Kathy Price, Region 2 Board Member. Ms. Price faithfully served as the Public Health Director and an advocate for the community members and recipients that Vaya serves.

Mr. Beale read the proposed Resolution of the Board of Directors of Vaya Health in Support of Vaya Health Staff and its Executive Team for Their Service in Western North Carolina Following Hurricane Helene. Mr. Billy Kennedy made a motion to approve the resolution, as presented. Mr. Ira Dove, seconded the motion.

Motion unanimously approved.

Mr. Ronnie Beale, called for a motion to authorize the Chief Executive Officer to draft and send letters of gratitude on behalf of the Board to: 1) the Director of the Division of Mental Health, Developmental Disabilities, and Substance Use Services for her empathy and tremendous support of Vaya Health leadership and members following the disaster; and 2) the Boards of Trillium Health Resources, Alliance Health, and Partners Health Management for their support and donations to Vaya Health following the disaster. Mr. Mike Norris made the motion. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

Ms. Connie Orr expressed her gratitude for Vaya. The Board offered a round of applause for Vaya Health and all staff.

N. Adjournment

Ms. Connie Orr made a motion to adjourn the meeting. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

The Board of Directors adjourned at 6:56 p.m.



Christina Rose Carter, MPA

Executive Chief of Staff & Secretary to the Board