

BOARD OF DIRECTORS
OPEN SESSION MEETING MINUTES
December 13, 2024
2:00 – 4:00 p.m.

The Board of Directors of Vaya Health conducted its regular meeting on Friday, December 13, 2024, at the Vaya Health Regional Office, located at 2929 Crouse Lane, Suite A, 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, Chair	X	
Patrick Betancourt	X (Virtual)	
Dan Brummitt, Vice Chair	X	
Ira Dove	X (Virtual)	
Ricky Graves	X	
Billy Kennedy	X	
William “Bill” Lapsley	X (Virtual)	
Page Lemel	X (Virtual)	
Pat McGinnis	X (Virtual)	
Mike Norris	X	
Carson Ojamaa		X
Connie Orr	X (Virtual)	
John Paisley	X	
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; JK Coward, Board Attorney; Yvonne French, NCDHHS Liaison; Mickie Hilbert, Chief of Staff – Information Systems Division; Ashley Logan, Board Support & Administrative Professional; Gwen Hensley,

Clerk to the Board; 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 2:00 p.m.

Ms. Christina Carter, Executive Chief of Staff & Secretary to the Board, called roll at the request of Mr. Beale, confirming a quorum of the Board of Directors.

B. Approval of Agenda and October 27, 2024, Meeting Minutes

Mr. Ricky Graves made a motion to approve the agenda, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Dan Brummitt made a motion to approve the Meeting Minutes, as presented. Mr. Ricky Graves seconded the motion.

Motion unanimously approved.

C. Public Comment

No members of the public signed up for public comment for the December 13, 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, addressed the Board with two considerations for Board Member reappointment. First, Mr. Mike Norris, as an At-Large representative to the Vaya Health Board of Directors for an additional three (3) year term. Second, Mr. Patrick Betancourt, as a Specialized Expertise representative to the Vaya Health Board of Directors, for an additional three (3) year term.

Ms. Nancy Baker made a motion to reappoint Mr. Mike Norris as an At-Large representative to the Vaya Health Board of Directors. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

Mr. Ira Dove made a motion to reappoint Mr. Patrick Betancourt as a Specialized Expertise representative to the Vaya Health Board of Directors. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Mr. Beale recognized Ms. Page Lemel, NCDHHS Secretary appointment, who will be stepping down from the Board at the end of her current term, having served since 2019. Ms. Lemel thanked Mr. Beale and Vaya Health for the opportunity to serve on the Board of Directors. Mr. Beale additionally recognized Mr. Brandon Pittman for his commitment, time and dedication to the Vaya Health Board of Directors and Region 2 Board. Mr. Pittman's current term will end Dec. 31, 2023. Mr. Pittman expressed gratitude for the opportunity to serve his community. Mr. Beale presented Ms. Lemel and Mr. Pittman with plaques in recognition of their leadership and dedicated service to the Vaya Health Board of Directors.

Additionally, Mr. Ronnie Beale discussed the 2025 Board Retreat being held Jan 23-24, 2025, at the DoubleTree Hotel, in Biltmore Village. Mr. Beale encouraged in person attendance. At the request of Ms. Hayes, Ms. Christina Carter displayed the proposed 2025 Board of Directors and Regional Board meeting schedule. Ms. Tracy Hayes alerted Board Members that the schedule contained changes to the Regional Board meeting frequency. Ms. Hayes also highlighted that Vaya will offer a justice re-entry simulation for Board members and others on March 28, 2025.

Mr. Beale stated he had to depart early, and Mr. Dan Brummitt, Vice Chair, would preside in his absence.

Mr. Dan Brummitt called for a motion to approve the proposed 2025 Board of Directors and Regional Board meeting schedule. Ms. Connie Orr made the motion. Mr. Ricky Graves seconded the motion.
Motion unanimously approved.

F. Report of the Area Director and Chief Executive Officer

Ms. Tracy Hayes, Area Director & Chief Executive Officer, invited the Board to attend Vaya's Employee Holiday Event being held on December 17, 2024, in Mill Spring, NC.

Continuing, Ms. Hayes addressed the Board with information regarding Vaya's response and recovery efforts following Hurricane Helene, including support to employees, providers in need, and the members and recipients Vaya serves. Ms. Hayes shared that Vaya has awarded approximately \$4.5 million in provider stabilization payments.

Additionally, Ms. Hayes shared that Vaya responded to a Request for Application (RFA) to expand support for justice-involved adults. The RFA will expand programs such as Law Enforcement Assisted Diversion (LEAD), housing support, and employment support.

Ms. Hayes then reviewed TP and Medicaid Direct Scorecard Executive Summaries through December 6, 2024, and Crisis Facility Project Updates.

Continuing, Ms. Hayes shared details concerning the successful i2i Winter Conference. Notably, Ms. Rhonda Cox, EVP and Chief Operating Officer, and Dr. Lorena Wade, Deputy Chief Medical Officer were part of a very successful panel. Ms. Hayes also presented a light catcher holiday gift to the Board. The glass was recovered by a local artist in the River Arts District following Hurricane Helene.

G. 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 October 31, 2024, to the Board. The presentation included Financial Key Performance Indicators (KPIs), and data trends regarding Membership, Total Revenue Administrative Percentage, Vaya's Fund Balance, and Full Time Employees (FTEs).

Mr. Mike Norris recommends the Finance Committee approve the Financial Dashboards and Reports, as presented. Mr. Dan Brummitt accepted the recommendation of the Finance Committee.

Motion unanimously approved.

Mr. Mike Norris recommends two motions presented by the Finance Committee for audit engagement to the Board for consideration of approval. The motions are as follows:

1. Vaya CFO to contact current Audit firm, CLA to request options for ensuring new oversight, staffing and procedures, while performing the SFY24-25 engagement.
2. Vaya CFO to work with internal Vaya team to issue an RFQ for the following SFY25-26 audit. A timeline for issuance of the RFQ to audit firm selection will be reviewed at the upcoming Board of Directors Retreat in January 2025.

Mr. Mike Norris recommends the Board approve both motions, as presented. Mr. Dan Brummitt accepted the recommendation for the Finance Committee and advised no second is required.

Motion unanimously approved.

H. Privacy and Security Presentation

Ms. Tracy Hayes introduced Mr. David McGinty, Information Security Officer, and Ms. Amy Pendergast, Privacy Officer, to the Board for a joint presentation regarding privacy and security compliance practices at Vaya Health.

Ms. Pendergast presented a Privacy Brief including privacy risks, privacy protections, and an overview of the Privacy Program at Vaya. Ms. Pendergast discussed the importance of collaboration between privacy and information security. Lastly, Ms. Pendergast provided an overview of potential penalties for non-compliance.

Continuing, Mr. David McGinty presented an Information Security Brief including InfoSec Toolbox, Information Security Operations, Information Technology Risk Management, and System Organizational Controls (SOC). Mr. Mike Norris asked Ms. Pendergast a question regarding HIPAA, and Board members thanked the presenters for the valuable information shared.

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

Mr. Ricky Graves, CFAC Representative, provided an update to the Board regarding recent CFAC meetings and the focus on recovery efforts of Hurricane Helene. Additionally, Mr. Graves extended an invitation from CFAC to the Board of Directors to attend CFAC meetings, and thanked Ms. Hayes for attending the

2025 CFAC Annual Retreat. Mr. Graves also commended Ms. Hayes for Vaya's support to members and providers following Hurricane Helene. Ms. Nancy Baker also thanked Ms. Hayes for going to the i2i conference and her support.

J. Report of the Regulatory Compliance and Quality Committee (RCQC)

Mr. Billy Kennedy, RCQC Chair, shared updates from the Regulatory Compliance and Quality Committee.

K. Closed Session

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).

Mr. Dan Brummitt made a motion for the Board of Directors to enter closed session. Mr. Ricky Graves seconded motion.

Motion unanimously approved.

The Board of Directors entered closed session at 3:35 p.m.

Mr. Dan Brummitt made 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 3:45 p.m.

L. Other Business

Mr. Ronnie Beale read the proposed Resolution of the Board of Directors of Vaya Health.

Mr. Ricky Graves made a motion to approve the resolution, as presented. Ms. Nancy Baker seconded the motion.

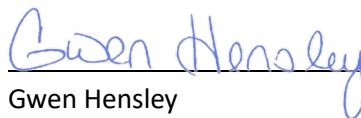
Motion unanimously approved.

M. 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 4:00 p.m.



Gwen Hensley
Board Clerk