BOARD OF DIRECTORS
OPEN SESSION MEETING MINUTES
January 23, 2025
4:00 – 7:00 p.m.

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, January 23, 2025, at the DoubleTree Hotel, located at 115 Hendersonville Road, Asheville, NC 28803; 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	
Houston Barrow	X	
Ronnie Beale, Chair	X	
Patrick Betancourt	X	
Dan Brummitt, Vice Chair	X	
Ira Dove	X	
Ricky Graves	X	
Billy Kennedy	X	
William "Bill" Lapsley	X	
Pat McGinnis	X	
Mike Norris	X (Virtual)	
Carson Ojamaa	X (Virtual)	
Connie Orr		X
John Paisley	X (Virtual)	
Donnie Potter	X	
Mark Richardson		X
Dakisha "DK" Wesley	X	
Mary Ann Widenhouse	X (Virtual)	
Gwynneth Wildcatt	X	
Ashley Wooten	X	

Also participating in the Board of Directors meeting:

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; Robert Webb, EVP & Chief Information Officer; Danielle Wittekind, Chief Human Resources Officer; Brian Shuping, Vice President of Community Relations; Drew Elliott, Vice President of Public Affairs; J.K. Coward, Board Attorney; Mickie Hilbert, *Information Services Chief of Staff; Mikhail Korolchuk, Support Specialist II; Ashley Logan, Board Support & Administrative Professional; Gwen Hensley, Clerk 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 4:04 p.m. Ms. Ashley Logan, Board Support & Administrative Professional, facilitated roll call at the request of Mr. Beale, confirming a quorum of the Board of Directors.

B. Approval of Agenda and December 13, 2024, Meeting Minutes

Mr. Billy Kennedy made a motion to approve the agenda, as presented. Ms. Nancy Baker seconded the motion.
Motion unanimously approved.

Mr. Donnie Potter made a motion to approve the Meeting Minutes, as presented. Ms. Pat McGinnis seconded the motion.
Motion unanimously approved.

C. Public Comment

No members of the public signed up for public comment for the January 23, 2025, Board of Directors meeting.

Ms. Dakisha "DK" Wesley joined the meeting at 4:15 p.m.

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, advised that in accordance with the Bylaws of the Board of Directors of Vaya Health, the Chair and Vice Chair shall be elected annually. By request of Mr. Beale, Mr. Ira Dove opened the floor for nominations of Governing Board Chair and Vice Chair.

Mr. Billy Kennedy made a motion to reappoint Mr. Beale as Chair of the Vaya Governing Board. Mr. William "Bill" Lapsley seconded the motion for nomination.
Motion unanimously approved

Ms. Nancy Baker made a motion to reappoint Mr. Dan Brummitt as Vice Chair of the Vaya Governing Board. Mr. Donnie Potter seconded the motion.
Motion unanimously approved

Messrs. Beale and Brummitt expressed their appreciation to the Board conveying it is an honor to serve.

Next, Ms. Tracy Hayes, Area Director & Chief Executive Officer, reviewed the current Bylaws of the Board of Directors of Vaya Health and highlighted the proposed amendments. The Board discussed the amendments and the need to take more time to review them.

Mr. Lapsley suggested that the Board review the amendments and vote on their approval on Friday, January 24, 2025. The Board agreed by consensus to postpone the vote on the amended Bylaws by one day.

F. Report of the Chief Financial Officer

Mr. Larry Hill, EVP & Chief Financial Officer, presented the Fiscal Year to Date (FYTD) Financial Dashboards and Reports ending November 30, 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. Ira Dove made a motion to approve financial dashboard and reports, as presented. Mr. Billy Kennedy seconded the motion.
Motion unanimously approved.

G. Report of the of the Consumer and Family Advisory Committee

Ms. Mary Ann Widenhouse, CFAC Representative, provided the Board with an update regarding recent and upcoming CFAC activities. The report also included highlights from the CFAC Steering Committee meeting held on January 13, 2025. Ms. Widenhouse, on behalf of CFAC, reinforced the standing invitation extended to Vaya Health Board members to attend CFAC regional meetings.

H. Report of the Area Director & Chief Executive Officer

Ms. Tracy Hayes, Area Director & Chief Executive Officer, began her report to the Board with an overview of Governing Board vacancies, which includes one non-voting specialized expertise director, two at-large directors, one director to be appointed by the Regional Board for Region 2, and one director to be appointed by the NCDHHS Secretary.

Ms. Hayes next discussed the Children and Families Specialty Plan announced launch date on December 1, 2025. Ms. Hayes has had two meetings with Angela Boykin, Healthy Blue CEO, to discuss transition planning. Vaya Health's responsibility and funding for this population shifts to Healthy Blue at midnight on November 30, 2025. While Vaya remains disappointed with the NCDHHS decision, we will do everything in our power to ensure a positive transition because we want CFSP to be successful for the children and families who interact with DSS.

Ms. Hayes updated the board around advocacy and events she has and will be attending.

Ms. Hayes updated the board on the Alamance Behavioral Health Center, Caldwell and Haywood Crisis Centers, Buncombe and Rockingham Crisis Centers and Rowan and Vance Crisis Projects.

Ms. Hayes reviewed the Tailored Plan and Medicaid Direct Score Cards. Vaya remains the statewide leader on the NCDHHS scorecard.

Mr. Ronnie Beale asked the board to take a 10-minute recess to get their dinner and come back to closed session.

I. <u>Closed Session</u>

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. Billy Kennedy made a motion for the Board of Directors to enter closed session.
Mr. Donnie Potter seconded the motion.
<u>Motion unanimously approved.</u>
The Board of Directors entered closed session at 5:58 p.m.

Mr. Billy Kennedy made a motion for the Board of Directors to exit closed session.
Ms. Nancy Baker seconded the motion.
<u>Motion unanimously approved.</u>
The Board of Directors resumed open session at 8:11 p.m.

J. <u>Other Business</u>

No other business was discussed.

K. <u>Motion to Recess until the following day.</u>

Mr. Donnie Potter made a motion to recess the meeting until 8:30 a.m. on January 24, 2025.
Mr. Billy Kennedy seconded the motion.
<u>Motion unanimously approved.</u>

The Board of Directors recessed at 8:15 p.m.

Gwen Hensley

Gwen Hensley
Board Clerk