

**BOARD OF DIRECTORS**  
**OPEN SESSION MEETING MINUTES**  
**January 24, 2025**  
**8:30 a.m. - 12:00 p.m.**

*The Board of Directors of Vaya Health conducted its annual retreat on Friday, January 24, 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).*

<b><i>In Attendance:</i></b>	<b><i>Attending:</i></b>	<b><i>Apologies:</i></b>
Nancy Baker	X	
Houston Barrow	X	
Ronnie Beale	X	
Patrick Betancourt	X	
Dan Brummitt	X	
Ira Dove	X	
Ricky Graves	X	
Billy Kennedy	X	
William “Bill” Lapsley	X	
Pat McGinnis	X	
Mike Norris	X (Virtual)	
Connie Orr	X (Virtual)	
Carson Ojamaa	X (Virtual)	
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 (Virtual)	

**Also attending the Board of Directors meeting:**

*Tracy 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; J.K. Coward, Board Attorney; Mickie Hilbert, Information Services Chief of Staff; Mikhail Korolchuk, Support Specialist II; Gwen Hensley, Clerk to the Board; Ashley Logan, Board Support & Administrative Professional; and no members of the public.*

**A. Call to Order and Motion to come out of recess.**

Mr. Ronnie Beale, Chair, called for the Board of Directors meeting to resume at 8:30 a.m. Mr. Billy Kennedy made the motion to come out of recess. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Beale opened with a brief update of the Opioid settlement funds by sharing with the Board that the funds have been disbursed, detailing the payout will take place over the next 18 years. Mr. Beale continued by sharing the 2025 Addiction Medicine Conference will take place on April 11-12, 2025, at the Renaissance Hotel, in Asheville, NC.

Mr. Beale called for a motion to approve the Bylaws. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

Ms. Tracy Hayes, Area Director & Chief Executive Officer, addressed the board by welcoming members to the second day of the retreat. Ms. Hayes expressed the importance of training and educational opportunities by reminding board members Vaya is willing to sponsor attendance at relevant conference and training events.

**B. Annual Board Training required by N.C.G.S. 122C-119.1**

**Financial** – Mr. Larry Hill, Executive Vice President & Chief Financial Officer, presented annual financial training to the Vaya Health Board of Directors. In accordance with N.C.G.S. 122C-119.1, Mr. Hill began by overviewing fiscal management, budget development and fiscal accountability. Mr. Hill presented detailed information concerning funding streams, utilization and administrative expenditures, Medical Loss Ratio (MLR) and capitation revenue, the risk corridor, the financial reporting package, and financial viability. Continuing, Mr. Hill explained budget development and fiscal accountability, detailing key aspects of budget requirements, the fiduciary responsibility to review and approve the SFY25-26 Budget, and external reporting accountability. Concluding, Mr. Hill presented to the board an overview of board benefits.

**Tailored Plan Compliance & Board Responsibilities** – Mr. Steve Martin, General Counsel & Chief Compliance Officer, presented Tailored Plan Compliance & Board Responsibilities training to the Vaya Health Board of Directors. In accordance with N.C.G.S. 122C-119.1, Mr. Martin began his presentation by discussing area authority governance, board training, NC Session Law 2012-151 (SB191), and the alternative board structure. Mr. Martin presented details regarding board responsibilities, board liabilities, code of ethics, and the impact of government status. Next, Mr. Martin presented information regarding the Compliance Program, including statutory, contractual and oversight requirements. Concluding, Mr. Martin provided a False Claims Act refresher.

**C. System of Care**

Mr. Ronnie Beale, Chair, introduced Kelly Wolf, System of Care Director and Laquitia Cozart, System of Care Manager. Ms. Wolf and Ms. Cozart presented an overview of System of Care (SOC), clarifying SOC is not a service or program; it is really a model of how to work for and with children, families, and

communities to get the best behavioral health outcomes and family wellbeing outcomes for children and families who participate in complex systems.

Continuing, SOC uses six values. Responsibilities and accountability to results, Child and Family partnership, Individualized strength-based approach, Cultural and linguistic competence, Interagency collaboration and Home and community-based services/supports.

The team is made up of two parts: SOC Family Partners and SOC Coordinators. Stakeholders collaborate with: CFAC members, schools, local government, child welfare and juvenile justice, child and family services, all sharing information with each other.

Ms. Wolf and Ms. Cozart shared with the Board how SOC builds community engagement with community projects and school collaborations.

**D. Other Business**

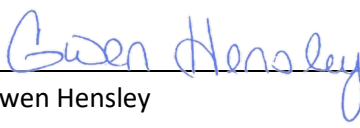
No other business discussed.

**E. Adjournment**

Mr. Beale called for a motion to adjourn. Mr. Ricky Graves made motion to adjourn. Mr. Billy Kennedy seconded motion.

Motion unanimously approved.

Meeting Adjourned at 12:07 p.m.

  
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Gwen Hensley  
Clerk to the Board