

**BOARD OF DIRECTORS
OPEN SESSION MEETING MINUTES**

March 27, 2025

4:30 – 6:00 p.m.

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, March 27, 2025, at the Vaya Health Regional Office, located at 2929 Crouse Lane, Suite B, 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	
Houston Barrow	X (Virtual)	
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)	
Pat McGinnis	X (Virtual)	
Mike Norris	X	
Carson Ojamaa	X (Virtual)	
Connie Orr	X	
John Paisley	X (Proxy to Ronnie Beale)	
Steve Pitman	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 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 (CFO); 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; McLean Moore, Business Integrity Chief of Staff; Mickie Hilbert, Information Services Chief of Staff;

Melissa Isaacs, Executive Director of Finance; Stacy Sorrells, Executive Director of Community Relations; Yvonne French, NCDHHS Liaison; Mikhail Korolchuk, Support Specialist II; Ashley Logan, Board Support & Administrative Professional; Gwen Hensley, Clerk to the Board; Christy Pruess, Care Management Regional Director; and one member of the public: Ms. Amy Hanes, mother of Christy Pruess.

A. Call to Order and Roll Call

Mr. Ronnie Beale, Board Chair, called the meeting to order at 4:32 p.m.

B. Approval of Agenda and January 23-24, 2025 Board Retreat Meeting Minutes

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

Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Mr. Billy Kennedy made a motion to approve the Meeting Minutes, as presented.

Mr. Mike Norris seconded the motion.

Motion unanimously approved.

C. Public Comment

No members of the public signed up for public comment for the March 27, 2025, 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, reviewed with the Board information from the NC Summit on Reducing Overdose, in Raleigh, N.C. Mr. Beale and Mr. Donnie Potter discussed the opioid overdose epidemic, noting peer support is a strategic method in reducing opioid overdose and elaborated on challenges facing rural communities.

Continuing, Mr. Beale welcomed newly appointed Region 2 Vice Chair, Mr. Steve Pitman, Mitchell County Commissioner. Mr. Beale led the swearing in of Mr. Pitman. Mr. Pitman expressed gratitude for the opportunity to serve his community and join the Board of Directors.

F. Report of the Area Director and Chief Executive Officer

Ms. Tracy Hayes, Area Director & Chief Executive Officer, began by introducing Ms. Christy Pruess, Care Management Regional Director. Ms. Hayes and Ms. Rhonda Cox, Executive Vice President & Chief Operating Officer, recognized Ms. Pruess for more than 28 years of public service and congratulated her on her upcoming retirement. Mr. Beale, Ms. Hayes and Ms. Cox presented Ms. Pruess with a plaque in recognition of her grace and dedicated service to Vaya Health and the public health system.

Ms. Pruess and Ms. Amy Hanes exited the meeting.

Continuing, Ms. Hayes highlighted the recent sponsorship of the third anniversary of OurJourney, a nonprofit organization facilitating the justice re-entry simulation event on March 28, 2025, in Greensboro, NC. Ms. Hayes expressed the importance of training and educational opportunities by reminding board members Vaya is willing to sponsor attendance at relevant conferences and training events.

Next, Ms. Hayes shared details regarding Helene Recovery funds awarded to Vaya staff members. Through donations, funds generated by Vera's Place, and fund matching by Vaya, 12 heavily impacted staff members were supported with award funds. Ms. Hayes then reviewed legislative updates. Notably, the Intellectual and Developmental Disabilities (I/DD) Legislative Caucus had a tremendous showing, with Ms. Nancy Baker and Mr. Ray Hemachandra, CFAC Representative, speaking at the event. Ms. Hayes reviewed the Governor's proposed budget, potential federal grant reductions, ending of certain American Rescue Plan Act of 2021 (ARPA) funding, and a proposed reorganization of the U.S. HHS, which involves downsizing employees, reducing divisions, and eliminating regional offices.

Ms. Hayes shared that Vaya's Hope 4 NC representatives Erin Cotter, Community Relations Project Manager, and Stacy Sorrells, Executive Director of Community Relations, attended a Good Morning America segment in Asheville covering the sixth month anniversary of Hurricane Helene.

Next, Ms. Hayes provided network and organizational updates. Mr. Beale, Mr. Potter and Mr. Hill attended recent BHUC ribbon cutting events in Caldwell, Haywood, and Rowan counties. Six of the seven crisis center projects, awarded by DMHDDSUS with Medicaid expansion crisis funds, are largely complete. Vaya achieved a 95.3% network adequacy score within the catchment area. The NC Child Treatment Program polled Licensed Independent Practitioners (LIPs) regarding experiences working with Standard Plans and Tailored Plans showed Vaya was the payer with the most success with revolving issues.

Ms. Hayes highlighted an overview of trainings conducted by the GAMHST and Community Education teams, contractual and funding updates regarding the Back at Home Helene program, a performance overview of personal care services, and physical health prior authorizations. Dr. Richard Zenn, Chief Medical Officer, presented data concerning the pharmacy plan, utilization trends and weight loss medications. Ms. Hayes concluded by sharing the March 21, 2025 Tailored Plan and Medicaid Direct NCDHHS Executive Summaries.

G. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, EVP & Chief Financial Officer, presented the Report of the CFO including the Fiscal Year to Date (FYTD) Financial Reports and Dashboard ending Jan. 31, 2025. The presentation included Financial Key Performance Indicators (KPIs), and Data Trends regarding Membership, Total Revenue Administrative Percentage, Vaya's Fund Balance, Full Time Employees (FTEs) and updates on Hurricane Helene and other matters. Mr. Hill continued by presenting FY24-25 Budget Revision No. 2.

Mr. Mike Norris made a motion to approve FY24-25 Budget Revision No. 2, as presented.

Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Mr. Hill then presented provider stabilization payments and retainer payments through March 12, 2025. Mr. Hill continued with an update on Helene funding. Vaya received a 1.5% capitation increase retroactive to July 1, 2024. Mr. Hill next shared a SFY22 risk corridor in-lieu-of exception update. Vaya received tentative approval from DHB to support planning. Mr. Hill continued with a review of the Cardinal winddown. NCDHHS approved Vaya's request to increase the amount of direct allocation from \$8,000,000 to \$9,000,000.

Mr. Hill then presented an update on the SFY23-24 Audit. Due to Hurricane Helene, Vaya submitted the audit to the Local Government Commission (LCG) after Oct. 31, 2024. Effective Jan. 1, 2023, the required bond amount for finance officers increased from \$250,000 increased to 10% of total revenue or \$1,000,000. Mr. Hill confirmed to the Board the bond amount in place has been corrected. The board discussed circumstances regarding the audit submission and bond requirements.

Mr. Mike Norris made a motion to approve signing the LGC audit acknowledgment document, as presented.

Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Mr. Hill concluded his report by updating the committee with a claims performance comparison between Tailored Plans and Standard Plans, and reference to Vaya's Consolidated Income Statement and Balance Sheet, appendix attached.

Mr. Mike Norris made a motion to approve the Finance Committee Dashboards and Report as presented.

Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

H. Regulatory Compliance and Quality Committee (RCQC) Report

Mr. Billy Kennedy, RCQC Chair, updated the Board on presentations and reports provided during the March 27, 2025 RCQC meeting. Mr. Kennedy shared with the Board that the Comprehensive Performance Quarterly Report included Operational Performance Measures, Quality Improvement Metrics, Compliance Metrics and Administrative Key Performance Indicators. Mr. Steve Martin, General Counsel & Chief Compliance Officer, noted Vaya's annual Compliance Week was held Feb. 24-28, 2025.

I. Provider Advisory Council Report (PAC)

Ms. Carson Ojamaa, PAC President, provided the Board with an update regarding recent and upcoming PAC activities. Ms. Ojamaa first shared an overview of the PAC meeting held on March 19, 2025, with 71 provider representatives in attendance. Ms. Ojamaa shared updates from each PAC committee and details regarding the upcoming Provider Summit.

J. Consumer and Family Advisory Committee Report

Ms. Nancy Baker, CFAC Representative, provided the Board with an update regarding recent and upcoming CFAC activities. The report included highlights from the CFAC Steering Committee meeting held on March 11, 2025. Ms. Baker also provided updates on newly approved Vaya CFAC bylaws and upcoming CFAC officer elections. Ms. Baker, on behalf of CFAC, reinforced the standing invitation extended to Vaya Health Board members to attend CFAC regional meetings.

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. Billy Kennedy made a motion for the Board of Directors to enter closed session.

Mr. Mike Norris seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 6:58 p.m.

Mr. Ricky Graves made a motion for the Board of Directors to exit closed session.

Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 7:19 p.m.

L. Other Business

No other business was discussed.

M. Adjournment

Mr. Billy Kennedy made a motion to adjourn the meeting.

Mr. Mark Richardson seconded the motion.

Motion unanimously approved.

The Board of Directors adjourned at 7:24 p.m.

Gwen Hensley
Board Clerk