

**BOARD OF DIRECTORS  
OPEN SESSION MEETING MINUTES**

**May 22, 2025**

**4:30 – 6:00 p.m.**

*The Board of Directors of Vaya Health conducted its regular meeting on Thursday, May 22, 2025, 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).*

<b>Board Members:</b>	<b>Attending:</b>	<b>Apologies:</b>
<b>Nancy Baker</b>	X	
<b>Houston Barrow</b>	X (Virtual)	
<b>Ronnie Beale, Chair</b>	X	
<b>Patrick Betancourt</b>	X	
<b>Dan Brummitt, Vice Chair</b>	X	
<b>Ira Dove</b>	X	
<b>Ricky Graves</b>	X (Virtual)	
<b>Billy Kennedy</b>	X	
<b>William “Bill” Lapsley</b>	X	
<b>Pat McGinnis</b>	X	
<b>Mike Norris</b>	X	
<b>Carson Ojamaa</b>		X
<b>Connie Orr</b>		X
<b>John Paisley</b>		X
<b>Steve Pitman</b>	X (Virtual)	
<b>Donnie Potter</b>		X
<b>Mark Richardson</b>	X (Virtual)	
<b>Dakisha “DK” Wesley</b>	X (Virtual)	
<b>Mary Ann Widenhouse</b>	X (Virtual)	
<b>Gwynneth Wildcatt</b>	X	
<b>Ashley Wooten</b>	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 (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; Brian*

*Shuping, Vice President (VP) of Community Relations; Drew Elliot, VP of Public Affairs; Elliot Clark, Community Relations Regional Director; Stacy Sorrells, Executive Director of Community Relations; Yvonne French, NCDHHS Liaison; Zane Ullman, Support Specialist II; Ashley Logan, Board Support & Administrative Professional; Gwen Hensley, Clerk to the Board; and Preston Hill.*

**A. Welcome, Call to Order and Roll Call**

Mr. Ronnie Beale, Board Chair, called the meeting to order at 4:31 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 May 22, 2025 Meeting Minutes**

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

Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Mike Norris made a motion to approve the Meeting Minutes, as presented.

Mr. Patrick Betancourt seconded the motion.

Motion unanimously approved.

**C. Public Comment**

Mr. Ronnie Beale, Board Chair, asked Mr. Larry Hill, EVP & Chief Financial Officer to introduce his special guest. Mr. Hill provided a brief introduction to his son, Mr. Preston Hill, a student at UNC Chapel Hill majoring in political science. Mr. Preston Hill greeted the Board with pleasure.

**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, Board Chair, updated the Board of the i2i Winter Conference date change. The conference will take place in January 2026.

**F. 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 March 31, 2025, to the Committee. The presentation included Financial Key Performance Indicators (KPIs), data trends regarding Membership, Total Revenue Administrative Percentage, Vaya's Fund Balance, and Full Time Employees (FTEs). Mr. Hill provided the committee with updates regarding Hurricane Helene, SFY23-24 Audit (LGC), and the Vance County Project.

Mr. Hill concluded the presentation of the Financial Dashboards and Reports with updated profitability and capital reserve projections, and reference to Vaya's Consolidated Income Statement and Balance Sheet, appendix attached.

Mr. Ronnie Beale called for a motion to approve the Financial Dashboards and Reports, as presented. Ms. Nancy Baker made the motion. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved

Mr. Hill continued with an overview of the proposed budget for FY26. The budget overview included key dates for public notice and committee review, predicted wildcards, and outlined capitation, service, and administration percentage rates. Mr. Hill continued the presentation with a review of Membership Assumptions, Revenue and Service Projections, and Administrative Operating Expenses. Mr. Hill advised revenue and expense revisions to the budget are anticipated throughout the fiscal year as Vaya receives clarity and/or adjustments to specific grant allocations/funding, contract awards, and capitation rates.

Mr. Hill concluded the presentation with the SFY26 Salary Plan to be submitted to the Office of State Human Resources (OSHR), including the compensation grade schedule and corresponding pay range.

#### **G. Report of the Area Director and Chief Executive Officer**

Ms. Tracy J. Hayes, Area Director & Chief Executive Officer, began her report by reviewing the recent Behavioral Health Crisis Continuum assessment performed by Health Management Associates (HMA) on behalf of Alliance Health. The assessment includes recommendations to strengthen the fiscal sustainability of North Carolina's behavioral health crisis continuum. Alliance Health is requesting letters of support for the recommendations contained in the HMA assessment.

Ms. D.K. Wesley made a motion to approve a letter of support for the Alliance proposal, as drafted by the Area Director and CEO. Mr. Ricky Graves seconded the motion.

Motion unanimously approved.

Continuing, Ms. Hayes shared details concerning the Camp Jean Short property, which is a lease Vaya inherited from Cardinal Innovations and originally held in the name of Five County LME. The U.S. Army Corps of Engineers leases the property to Vaya for a dollar for ten years. Renewing the lease entails costs to upfit the property to comply with ADA and other health/ safety guidelines or return the property to the U.S. Army Corps of Engineers. The board discussed the property at length and agreed that Vaya should renew the lease and seek to engage Trillium Health Resources as a potential partner for the upfit.

Next, Ms. Hayes provided the Board with updates concerning Synergy Recovery, Inc. in Wilkes County. Synergy agreed to transfer the license to Daymark Recovery Services with a goal of July 1, 2025. Ms. Hayes further shared highlights from the recent grand opening of Blue Rock Behavioral Health in Bat Cave, NC. Ms. Bill Lapsley, Henderson County Commissioner, added it was a miracle this facility survived Hurricane Helene as Bat Cave was decimated during the storm and has a long road to returning to pre-Helene status.

Continuing, Ms. Hayes shared her gratitude to State CFAC for the letter of support sent to Representative Lambeth to protect the public health system, details of the May 16, 2025 Tailored Plan and Medicaid Direct scorecards, and an anticipated visit to Western North Carolina by Governor Stein and Secretary Dr. Sangvai. Concluding her report, Ms. Hayes shared the distressing news of Vaya pharmacist Dr. Beth Beasley's recent passing due to pancreatic cancer. Mr. Ronnie Beale, Chairman, asked that the Board stand for a moment of silence to honor Dr. Beasley and her family.

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

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 May 12, 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.

**I. 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. Ira Dove made a motion for the Board of Directors to enter closed session. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 6:28 p.m.

Mr. Dan Brummitt made a motion for the Board of Directors to exit closed session. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 7:00 p.m.

**J. Other Business**

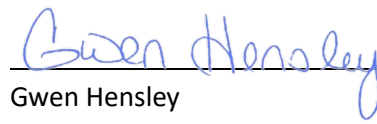
No other business was discussed.

**K. Adjournment**

Mr. Ronnie Beale called for a motion to adjourn the meeting. Mr. Mike Norris made the motion. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

The Board of Directors adjourned at 7:05 p.m.



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Gwen Hensley  
Board Clerk