

**BOARD OF DIRECTORS
OPEN SESSION MEETING MINUTES**

**June 26, 2025
4:30 – 6:00 p.m.**

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, June 26, 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).

Board Members:	Attending:	Apologies:
Nancy Baker	X	
Houston Barrow	X (Virtual)	
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 (Virtual)	
Mike Norris	X	
Carson Ojamaa	X (Virtual)	
Connie Orr		X
John Paisley		X
Steve Pitman		X
Donnie Potter	X	
Mark Richardson	X (Virtual)	
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 (CFO); Richard Zenn, Chief Medical Officer; Danielle Wittekind, Chief Human Resources Officer; J.K. Coward, Board Attorney; Mickie Hilbert, Information Services Chief of Staff; Yvonne French, NCDHHS Liaison; Ashley Logan, Board Support &

Administrative Professional; Gwen Hensley, Clerk to the Board; Mikhail Korolchuk, Support Specialist II; and no members of the public.

A. Welcome, Call to Order and Roll Call

Mr. Ronnie Beale, Board Chair, called the meeting to order at 4:32 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. Public Hearing on the Proposed Vaya Health State Fiscal Year 2025-2026 Budget

Mr. Mike Norris made a motion to open the public hearing. Mr. Ricky Graves seconded the motion.

Motion unanimously approved.

The Board of Directors opened the public hearing at 4:35 p.m.

No members of the public offered public comment on the Proposed Vaya Health State Fiscal Year 2025-2026 Budget and Salary Plan.

Mr. Donnie Potter made a motion to close the public hearing. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

The Board of Directors closed the public hearing at 4:45 p.m.

Mr. Mike Norris made a motion to approve the State Fiscal Year 2025-2026 Budget, as presented. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved

Mr. Mike Norris made a motion to approve the State Fiscal Year Salary Plan, as presented. Mr. Ricky Graves seconded the motion.

Motion unanimously approved

C. Approval of Agenda and May 22, 2025 Meeting Minutes

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

Motion unanimously approved.

Mr. Donnie Potter made a motion to approve the Meeting Minutes, as presented. Mr. Patrick Betancourt seconded the motion.

Motion unanimously approved.

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, addressed the Board regarding the recent Cherokee Indian Hospital Foundation Gala, Vaya's summer luncheon, and modified dates for the i2i Winter Conference. Mr. Beale then reviewed the 2025 meeting schedule for discussion.

Mr. Dan Brummitt made a motion for the December Board meeting to take place on December 11, 2025, in Asheville, NC, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Beale concluded his report with a review of the current Board vacancies, including the NCDHHS Secretary appointment, two at large, and one specialized expertise vacancy. Mr. Beale made a recommendation of the Chair to nominate Mr. Billy Kennedy for the NCDHHS vacancy.

Mr. Billy Kennedy exited the room.

The Board discussed the NCDHHS appointment process. Mr. Mike Norris made a motion to recommend Mr. Billy Kennedy to the NCDHHS Secretary for the appointment. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

Mr. Billy Kennedy entered the room.

F. Report of the Area Director and Chief Executive Officer

Ms. Tracy J. Hayes, Area Director & Chief Executive Officer, addressed the Board by recognizing Board Member Ms. Gwynneth Wildcatt on her recent graduation from the Mitchell Hamline School of Law, in Saint Paul, Minnesota. Ms. Wildcatt expressed appreciation. The Board stood for a round of applause honoring Ms. Wildcatt on her significant achievement.

Next, Ms. Hayes began her report by reviewing a recent organizational chart released by the Department. Shifts include moving the Divisions of Mental Health, Developmental Disabilities and Substance Use Services (DMHDDSUS), Division of Rural Health, and the Division of Public Health under Ms. Deborah Farrington, Deputy Secretary for Health. On June 3, 2025, NCDHHS notified Vaya and other stakeholders they are stopping Healthy Opportunities Pilot (HOP) services for all Medicaid beneficiaries as of July 1, 2025. The Board discussed the winddown process and implications of proposed budget bills cutting funding to the public health system.

Continuing, Ms. Hayes updated the Board on the Hope 4 NC program, including a FEMA and SAMHSA site visit on May 28-29, 2025, and Secretary Sangvai's visit on June 13, 2025. Hope 4 NC has served more than 9,000 individuals and provides regular support in the most impacted counties. Ms. Hayes further highlighted an overview of training conducted by the GAMHST and Community Education teams, including the interview of Ms. Leslie Lawson, Community Educator, on WLOS-TV Spotlight Carolina, discussing the importance of Crisis Intervention Training.

Next, Ms. Hayes provided network and organizational updates, including highlights from the recent i2i Spring Conference, Cameron Ridge Intensive Outpatient Treatment Center ribbon cutting, and upcoming facility-based crisis transition in Wilkes County. Ms. Hayes further shared details from the 2025 NCHEC Statewide Summit, recent crisis data, and the expansion of community crisis pilots to Macon, Swain, Jackson and Haywood Counties. Ms. Hayes continued by sharing details regarding the stipend internship program benefiting rural providers within the catchment area. Ms. Hayes concluded by presenting data concerning the pharmacy plan, utilization trends, and details of the June 20, 2025 Tailored Plan and Medicaid Direct scorecards.

G. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, Executive Vice President & Chief Financial Officer, presented the Fiscal Year to Date (FYTD) Financial Dashboards and Reports ending April 30, 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 further presented a claims performance comparison between Tailored and Standard Plans. Mr. Hill continued by sharing SFY2026 budget impacts due to the June 1, 2025 end of the Healthy Opportunities Pilot (HOP) services. Mr. Hill continued by presenting FY24-25 Budget Revision No. 3, Vaya's Consolidated Income Statement and Balance Sheet, appendix attached.

On behalf of the Finance Committee, Mr. Mike Norris made a motion to approve the Financial Dashboards and Reports, as presented. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

Mr. Ronnie Beale called for a motion to approve the FY24-25 Budget Revision No. 3, as presented. Ms. Nancy Baker made the motion. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

H. Regulatory Compliance and Quality Committee Report

Mr. Billy Kennedy, RCQC Chair, addressed the board by sharing updates from the quarterly RCQC meeting. Mr. Kennedy spotlighted Vaya's performance demonstrated through the metrics reporting and encouraged all Board members to thoroughly review the committee material included in the Board packet.

Mr. Kennedy, Mr. Steve Martin, General Counsel and Chief Compliance Officer, and Dr. Richard Zenn, Chief Medical Officer, provided a review of the Compliance Program Plan, Compliance Program Report, Quality Management and Improvement Program (QMIP), Quality Assurance and Performance Improvement Program (QAPI), QAPI Annual Workplan, and the QAPI 2024 Annual Evaluation.

Mr. Ira Dove made a motion to approve the Compliance Program Plan and Compliance Program Report, as presented. Mr. Ricky Graves seconded the motion.

Motion unanimously approved.

Mr. Donnie Potter made a motion to approve the Quality Management and Improvement Program (QMIP), Quality Assurance and Performance Improvement Program (QAPI), QAPI Annual Workplan, and the QAPI 2024 Annual Evaluation as presented. Mr. Ricky Graves seconded the motion.

Motion unanimously approved.

I. Provider Advisory Council Report

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 June 18, 2025, with 57 provider representatives in attendance. Ms. Ojamaa shared updates from each PAC committee and recent Provider Summit.

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

Mr. Ricky Graves, 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 28, 2025. Mr. Graves, 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. Ira Dove 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 6:30 p.m.

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

Motion unanimously approved.

The Board of Directors resumed open session at 7:04 p.m.

L. Other Business

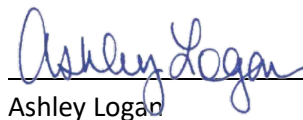
No other business was discussed.

M. 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.



Ashley Logan

Board Support and Administrative Professional