

**BOARD OF DIRECTORS
OPEN SESSION MEETING MINUTES**

August 28, 2025

4:30 – 6:30 p.m.

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, August 28, 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 (virtual)	
Ira Dove	X (virtual)	
Ricky Graves	X (virtual)	
Billy Kennedy	X	
William “Bill” Lapsley	X (virtual)	
Pat McGinnis	X (virtual)	
Mike Norris	X	
Carson Ojamaa		X
Connie Orr		X
John Paisley		X
Steve Pitman	X	
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 & Chief Financial Officer; Richard Zenn, Chief

Medical Officer; Danielle Wittekind, Chief Human Resources Officer; Rhonda Cox, Executive Vice President and Chief Operating Officer; Robert Webb, Executive Vice President and Chief Information Officer; Dr. Lorena Wade, Deputy Chief Medical Director; Brian Shuping, Vice President of Community Relations; Thao-Vi Dao, Medical Director of Integrated Care; J.K. Coward, Board Attorney; Yvonne French, NCDHHS Liaison; Ashley Logan, Board Support & Administrative Professional; McLean Moore, Chief of Staff – Business Integrity; 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 4:30 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 June 26, 2025 Meeting Minutes

Ms. Nancy Baker made a motion to approve the Agenda, as presented.

Mr. Mike Norris seconded the motion.

Motion unanimously approved.

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

Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

C. Public Comment

No members of the public signed up for public comment for the August 28, 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, Board Chair, shared his experience attending the NC Association of County Commissioners (NCACC) Conference and commended Ms. Tracy J. Hayes, Area Director & Chief Executive Officer, for her outstanding representation of Vaya on the LME/MCO panel.

Mr. Beale then recommended inviting Ms. Shirley Randleman, Wilkes County Commissioner, to join the Board of Directors. Ms. Hayes clarified that this would be an at-large vacancy. Mr. Brian Shuping,

Vice President of Community Relations, emphasized Ms. Randleman's extensive public service background and endorsed her as a strong addition to the Board of Directors.

Mr. Mark Richardson made a motion to invite Shirley Randleman to serve on the Board of Directors, with her term beginning at the Board meeting scheduled for October 23, 2025, in Asheville, NC.

Mr. Mike Norris seconded the motion.

Motion unanimously approved.

F. Report of the Board Attorney

Mr. Jay Coward, Board Attorney, addressed the Governing Board by sharing highlights from the Executive Leadership Team's quarterly strategic meeting in August, and praised the Team for their strong collaboration and extensive planning.

G. Report of the Area Director and Chief Executive Officer

Ms. Tracy J. Hayes, Area Director & Chief Executive Officer, began her report by recognizing the one-year anniversary of the successful launch of Tailored Plan.

Next, Ms. Hayes spotlighted the Hope4NC program and the numerous community events Vaya participates in each week. Ms. Hayes provided kudos to Ms. Danielle Wittekind, Chief Human Resource Officer, and Mr. Brian Shuping, Vice President of Community Relations, for their leadership supporting this program. Ms. Hayes further highlighted an overview of training conducted by the HEART and Community Education teams.

Continuing, Ms. Hayes provided operational and network updates, including highlights from the summer staff event and Shirley B. Randleman Center ribbon cutting ceremony. Ms. Hayes recognized Mr. Donald Reuss, Vice President of BH & IDD Network Operations, and Mr. Zack Shepard, Community Relations Regional Director, for their key roles in facilitating the transition between providers in Wilkes County. Ms. Hayes continued by sharing Statewide MFP Program metrics, and a free mobile pharmacy program launching in Canton, NC.

Mr. Houston Barrow joined the meeting at 5:09pm.

Next, Dr. Richard Zenn, Chief Medical Officer, presented data concerning the pharmacy plan and GLP-1 utilization trends. Ms. Rhonda Cox, Executive President and Chief Operating Officer, presented TCM provider engagement data, and noted engagement rates above 25% reflect strong provider engagement.

Ms. Hayes concluded by presenting crisis service utilization trends, updates regarding the Vance County Crisis Center and Caldwell/Lenoir projects, preliminary results from the EQR Administrative Compliance Review, and details of the August 22, 2025, Tailored Plan and Medicaid Direct scorecards.

Ms. McLean Moore and Mr. Mikhail Korolchuk left the room.

H. Physical Health: A Year in Review

Dr. Lorena Wade, Deputy Chief Medical Officer, thanked the Board for the opportunity to present physical health updates and introduced Dr. Thao-Vi Dao, Medical Director of Integrated Care, to the Board. Dr. Wade began by discussing clinical physical health updates for FY 24-25, and details following the launch of physical health coverage on July 1, 2025, noting preparation for integrated care began more than 10 years ago. Dr. Wade continued by presenting information regarding pre-launch barriers to accessing healthcare, communication obstacles between behavioral and physical health providers, and lessons learned following launch. Concluding, Dr. Wade continued by presenting information regarding action from lessons learned since launch.

I. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, Executive Vice President & Chief Financial Officer, began by presenting the FY24-25 Fiscal Year to Date (FYTD) Financial Dashboards and Reports ending June 30, 2025, to the Committee. The presentation included year-to-date financial results, solvency reports and comparative data, Medicaid budget updates, data trends regarding membership, total revenue administrative percentage, and Vaya's fund balance. Mr. Hill further presented solvency and comparative data across the four Tailored Plans. Mr. Hill continued by sharing federal and state Medicaid budget updates. A summary of federal budget impacts as noted by NCDHHS includes an impact of \$22.5B over the next ten years, Medicaid expansion work requirements, six-month eligibility determinations and a total loss of funding estimated at \$49.9B over 10 years, with 70% of those cuts coming from NC hospitals. Next, Mr. Hill continued by presenting FY25-26 Budget Revision No. 1, 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 FY25-26 Budget Revision No. 1, as presented. Ms. Nancy Baker made the motion. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

J. 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 materials included in the Board packet, and the recent Provider Satisfaction Survey Results.

K. Consumer and Family Advisory Committee Report

Ms. Mary Ann Widenhouse, CFAC Representative, provided an update to the Board regarding recent CFAC meetings. Ms. Widenhouse extended an invitation from CFAC to the Board of Directors regarding the 2025 CFAC Annual Retreat taking place at the Great Wolf Lodge in Concord, NC.

L. 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; and 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).

Ms. Yvonne French, Mr. Steve Martin, Ms. Rhonda Cox, Mr. Robert Webb, Dr. Richard Zenn, Dr. Lorena Wade, and Dr. Thao-Vi Dao left the meeting.

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 6:50 p.m.

Mr. Steve Marvin, Ms. McLean Moore and Mr. Mikhail Korolchuk left the room at approximately 7:00 p.m.

Ms. Hayes left the meeting at approximately 7:20 p.m.

The Board of Directors resumed open session at 7:41 p.m.

Mr. Donnie Potter made a motion to accept the Executive Committee's recommendation to increase the base salary of the Area Director and Chief Executive Officer's by 5%, and award

a performance bonus of 19% pursuant to the contract between the Board and the Area Director. Mr. Houston Barrow seconded the motion.

Motion unanimously approved.

Ms. Hayes and Mr. Martin joined the meeting. Chairman Beale shared the Board's decision regarding executive compensation, thanked Ms. Hayes for her strong leadership of the organization, and congratulated Ms. Hayes on her stellar performance for FY25.

M. Other Business

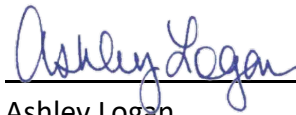
Mr. Mike Norris voiced appreciation to Vaya Health for the condolences and support received following the recent passing of his mother.

N. Adjournment

Ms. Hayes expressed her sincere gratitude for the Board's support and generosity and reiterated her loyalty and commitment to Vaya Health.

Mr. Ronnie Beale, Chair, declared the meeting adjourned.

The Board of Directors adjourned at 7:54 p.m.



Ashley Logan

Board Support and Administrative Professional