

**BOARD OF DIRECTORS
 OPEN SESSION MEETING MINUTES**

**October 23, 2025
 4:30 – 6:30 p.m.**

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, October 23, 2025, at the Vaya Health Administrative Office, located at 200 Ridgefield Court, Suite 218, Asheville, NC, 28805; 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 (virtual)	
Pat McGinnis	X	
Mike Norris	X	
Carson Ojamaa	X (virtual)	
Connie Orr		X
John Paisley		X
Steve Pitman	X (virtual)	
Donnie Potter	X	
Mark Richardson		X
Dakisha “DK” Wesley	X (virtual)	
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 & Chief Financial Officer; Richard Zenn, Chief Medical Officer; Danielle Wittekind, Chief Human Resources Officer; Brian Shuping, Vice President of

Community Relations; J.K. Coward, Board Attorney; Yvonne French, NCDHHS Liaison; Shirley Randleman, County Commissioner for Wilkes County; Jeremy Hicks, Principal at ClitonLarsonAllen, LLP; Ashley Logan, Board Support and Administrative Professional; McLean Moore, Chief of Staff - Business Integrity; Mickie Hilbert, Chief of Staff - Information Services Division; 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 4:33 p.m.

Ms. Ashley Logan, Board Support and Administrative Professional, facilitated roll call at the request of Mr. Beale, confirming a quorum of the Board of Directors.

B. Approval of Agenda and August 28, 2025 Meeting Minutes

Mr. Ricky Graves made a motion to approve the Agenda, as presented.

Mr. Ira Dove seconded the motion.

Motion unanimously approved.

Mr. Ricky Graves made a motion to approve the Meeting Minutes, as presented.

Mr. Ira Dove seconded the motion.

Motion unanimously approved.

C. Public Comment

No members of the public signed up for public comment for the October 23, 2025, Board of Directors meeting.

D. Conflict of Interest Disclosure

Mr. Steve Martin, General Counsel and 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 proposed a calendar revision for the upcoming December meeting of the Executive Committee to begin at 12:00 p.m.

Mr. Dan Brummitt made a motion to approve the 2025 calendar revision, as presented.

Mr. Nancy Baker seconded the motion.

Motion unanimously approved.

Next, Mr. Beale introduced Ms. Shirley Randleman as a new member of Vaya's Board of Directors and administered her oath of office. Ms. Randleman expressed her enthusiasm for joining the Board and shared a brief overview of her personal and professional background.

Continuing, Mr. Beale shared Secretary Dr. Devdutta Sangvai appointed Mr. Billy Kennedy to the NCDHHS Secretary seat on the Board, effective October 8, 2025. Mr. Beale acknowledged Mr. Kennedy's firm commitment to the public health system and dedication to the Vaya Health Board of Directors. Mr. Beale further announced that Mr. Patrick Betancourt will step down from the Board, effective November 1, 2025. Mr. Beale spoke highly of Mr. Betancourt, his contributions to the community, and stated a plaque of recognition will be presented to Mr. Betancourt on October 30, 2025, at the Region 1 Regional Board meeting. Mr. Beale then shared several updates, including the upcoming i2i Winter Conference. Mr. Mike Norris noted the conference offers excellent networking and learning opportunities.

Concluding, Mr. Beale shared details regarding a year-end reception and upcoming retirement of Mr. Donald Reuss, Vice President of BH & IDD Network Operation, the Board Retreat being held in January 2026, and commended Ms. Celeste Ordiway, Vice President of Provider Relations and Network Development, for her presentation on behalf of Vaya at the Macon County Task Force meeting. Ms. Tracy Hayes, Area Director and Chief Executive Officer, asked Ms. Carson Ojamaa to share the Provider Advisory Council's response to Vaya's selection of Ms. Ordiway to succeed Mr. Reuss. Ms. Ojamaa reported that providers are grateful that Vaya appointed someone with background in the system and expressed confidence in Ms. Ordiway's abilities to succeed in her new position due to her extensive background and qualifications.

F. Presentation of the FY24-25 Independent Audit Report

Mr. Jeremy Hicks of CliftonLarsonAllen, LLP, expressed appreciation for the opportunity to present Vaya's FY24-25 Independent Audit Report. Mr. Hicks began the report with required auditor communications (independent auditor disclosures), draft financial statements and internal control communications, noting no significant findings or noncompliance and no material weaknesses or issues. Mr. Hicks commended the Vaya Finance team and Chief Financial Officer for their collaboration throughout the audit process.

G. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, Executive Vice President and Chief Financial Officer, echoed Mr. Hicks' praise and commended the Finance team for their audit work. Mr. Hill then presented financial updates, including key performance indicators (KPIs) as of August 31, 2025, post-close audit entries, KPIs as of June 30, 2025, Vaya's fund balance, FTE trends, and comparative data across the four Tailored Plans. Mr. Hill then provided an update on the NC Medicaid budget, including provider rate cuts. Mr. Hill concluded by sharing Helene-related investments, Vaya's Consolidated Income Statement and Balance sheet, appendix attached.

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. Jeremy Hicks left the meeting.

H. Report of the Area Director and Chief Executive Officer

Ms. Tracy J. Hayes, Area Director and Chief Executive Officer, opened her report by highlighting Vaya's accomplishments since the one-year mark of Hurricane Helene. Ms. Hayes announced the development of additional Helene Recovery Programs and shared that Vaya received an award from the North Carolina Providers Council for recovery efforts. Mr. Billy Kennedy commended Vaya for maintaining connectivity during Hurricane Helene. Ms. Hayes credited Mr. Robert Webb, Executive Vice President and Chief Information Officer, for his team's stellar technical preparedness.

Next, Ms. Hayes presented updates on Hope4NC, including Vaya's recognition from the Wellness Rooted in Connection project for its recovery efforts related to Hurricane Helene and the Mobile Crisis Award Daymark Recovery Services recently received at the National Crisis Continuum Conference. Ms. Hayes shared somber news of the recent passing of Anne Robinson, Acute Transitional Care Manager, and Christina Rose Carter, former Executive Chief of Staff and Secretary to the Board. Mr. Beale led the Board to stand for a moment of silence to honor Ms. Robinson and Ms. Carter.

Continuing, Ms. Hayes outlined recent advocacy initiatives, HEART training data for June through September, reviewed media highlights, and discussed Vaya's feature on WLOS News - Spotlight Carolina, Building a Better You program in Rockingham County, and outlined upcoming Community Relations events taking place through December. Ms. Hayes then presented Children and Families Specialty Plan transition updates. Mr. Norris requested data on the number of members transitioning in each county and, among those, which members would require a warm handoff.

Continuing, Ms. Hayes then presented updates on the Transition to Community Living (TCL) program, noting the program is operating under SFY 2024 funding levels and NCDHHS implementation of an interim TCL housing migration plan. Additional updates presented included the Back@Home program, expansion of the Co-Responder Pilot program, opioid treatment mobile units, and the Growing Well Clinic partnership with Appalachian State University. Ms. Baker noted that during CFAC, a question arose about the source of medical information, and Ms. Hayes clarified that the Growing Well Clinic provides individuals with information to share with their providers. Dr. Richard Zenn, Chief Medical Officer, emphasized the benefits of early assessments.

Ms. Hayes concluded her report by sharing updates on the Vance and Caldwell projects, reported on the NC Psychiatric Association conference, and overview of Vaya's artificial intelligence policy, emphasizing that artificial intelligence will never replace the expertise of a licensed clinical professional. In closing, Ms. Hayes shared data on pharmacy and GLP-1 utilization, and details of the September 26, 2025, Tailored Plan and Medicaid Direct scorecards.

I. Provider Advisory Council Report

Ms. Carson Ojamaa, Provider Advisory Council (PAC) representative, shared updates from several PAC committees and subcommittees, including recent Vaya staff presentations on rebates and cuts, the CFSP launch, and artificial intelligence use. Ms. Ojamaa announced that the next PAC meeting will be on November 19, 2025, which will also serve as the Annual Retreat. In closing, Ms. Ojamaa noted she is working with Vaya staff to support the transition between Mr. Donald Reuss, Vice President of BH & I/DD Network Operations, and Ms. Celeste Ordiway, Vice President of Provider Relations/ Network Development.

J. Consumer and Family Advisory Committee Report

Ms. Nancy Baker, CFAC Representative, reported on the recent Steering Committee meetings, outlined plans for the upcoming CFAC Retreat, shared events and trainings attended by Vaya CFAC members, and reviewed the schedule of upcoming CFAC meetings.

K. 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).

Ms. Yvonne French and Ms. Carson Ojamaa left the meeting at 6:27 p.m.

Ms. Nancy Baker made a motion for the Board of Directors to enter closed session.

Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 6:29 p.m.

Mr. Ashley Wooten made a motion for the Board of Directors to resume open session. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 6:52 p.m.

L. Other Business

Ms. Hayes and Mr. Steve Martin, Executive Vice President and Chief Compliance Officer, recommended proactively complying with proposed regulations in House Bill 171. Mr. Ira Dove requested that Vaya's legal team draft a new resolution to ensure compliance with the law. Mr. Norris expressed concern that failing to rescind the March 25, 2021 Resolution could expose the organization to risk.

Mr. Dove made a motion for Vaya’s legal department to draft a resolution reflecting Vaya’s position.

Mr. J.K. Coward, Board Attorney, advised the Board lacks sufficient information to make an informed decision and requested the legal team to prepare a new proposal for Board action at the December meeting.

Mr. Dove rescinded his prior motion.

M. Adjournment

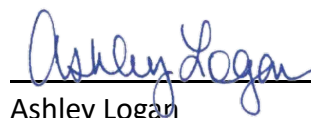
Mr. Donnie Potter made a motion for the Board of Directors to adjourn.

Mr. Ricky Graves seconded the motion.

Motion unanimously approved.

Mr. Ronnie Beale declared the meeting adjourned.

The Board of Directors adjourned at 7:03 p.m.



Ashley Logan

Board Support and Administrative Professional