

BOARD OF DIRECTORS
OPEN SESSION MEETING MINUTES
December 11, 2025
3:00 – 4:30 p.m.

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, December 11, 2026, 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 (proxy to Mark Richardson)	
Ronnie Beale, Chair	X	
Patrick Betancourt		X
Dan Brummitt, Vice Chair	X	
Ira Dove	X	
Ricky Graves	X	
Billy Kennedy	X (virtual)	
William “Bill” Lapsley		
Pat McGinnis	X	
Mike Norris	X	
Carson Ojamaa	X (virtual)	
Connie Orr		X
John Paisley		X
Steve Pitman		X
Donnie Potter	X (proxy to Shirley Randleman)	
Shirley Randleman	X	
Mark Richardson	X (virtual)	
Dakisha “DK” Wesley	X (virtual)	
Mary Ann Widenhouse	X (virtual)	
Gwynneth Wildcatt	X	
Ashley Wooten	X	

Also participating in Open Session:

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; Ashley Logan, Chief of

Staff and Secretary to the Board; McLean Moore, Chief of Staff - Business Integrity, Mikhail Korolchuck, 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 3:01 p.m.

Ms. Ashley Logan, Chief of Staff and Secretary to the Board, facilitated roll call at the request of Mr. Beale, confirming a quorum of the Board of Directors.

B. Approval of Agenda and October 23, 2025 Meeting Minutes

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

Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

The Board reviewed open session meeting minutes.

Mr. Mike Norris 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 Dec. 11, 2025, Board of Directors meeting.

D. Conflict of Interest Disclosure

Mr. Steve Martin, General Counsel and Chief Compliance Officer, requested that 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, Mr. Beale began by stating North Carolina remains the only state without an approved budget. Mr. Beale asked if there were any additional items to address. Ms. Hayes announced that Board Member Ms. Dakisha “DK” Wesley is leaving Buncombe County government to become the City Manager for the City of Asheville. Ms. Hayes noted Ms. Wesley has been a valued member of the Board of Directors since 2019, and reported that several suitable candidates, including individuals from the Regional Boards, are available to fill the at-large vacancy. The Board also discussed that Mr. John Paisley, Alamance County Commissioner would not be reappointed to the Board following the end of this term Dec. 31, 2025, due to his ongoing health issues. Alamance County is in the process of formally appointing Public Health Director Tony LoGiudice to the Regional Board, and Vaya’s Community Relations team is exploring identifying candidates to serve on the Governing Board to replace Mr. Paisley.

F. Report of the Area Director and Chief Executive Officer

Ms. Tracy J. Hayes, Area Director and Chief Executive Officer, opened her report by reviewing recent advocacy events and media highlights. Notably, Ms. Hayes participated on panels at the statewide State of Reform conference in Raleigh, DMHDDSUS Side by Side webinar, NC State CFAC roundtable, met with the new Executive Director of the Brain Injury Association of North Carolina, and attended a Brain Injury Advisory Council meeting, Vaya’s CFAC Retreat and the National Association of Medicaid Directors conference. The Triangle Business Journal recently profiled Ms. Hayes to highlight Vaya’s Hurricane Helene recovery efforts. Dr. Lorena Wade, Deputy Chief Medical Officer, and Donald Reuss, former Vice President of BH & IDD Network Operation, were spotlighted on two segments on WLOS News.

Next, Ms. Hayes announced that Vaya Health achieved full NCQA accreditation. Ms. Hayes commended Dr. Richard Zenn, Chief Medical Officer, Onika Wilson, Vice President of Quality Management, Jennifer Greene, Accreditation Director, and Vaya staff for contributing to this milestone. Ms. Hayes reported that Vaya’s Hope4NC program was approved for a no cost extension through Jan. 27, 2026. Ms. Hayes further shared Community Training and HEART training data for October through November and details regarding the NCSERVES partnership, which expands the after-hours call line and coordination center on Veteran’s Day.

Continuing, Ms. Hayes presented crisis service utilization data for the period of July through September 2025 and Children and Families Specialty Plan (CFSP) transition updates. Vaya and other LME/MCOs received positive feedback from DHS leadership regarding Vaya’s collaboration and cooperation to support the CFSP transition.

Ms. Hayes concluded her report by sharing updates on the Vance and Caldwell projects, reported on Vaya’s HOME Project, and shared details of the Dec. 5, 2025 Tailored Plan and Medicaid Direct scorecards.

G. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, Executive Vice President and Chief Financial Officer, presented financial updates, including key performance indicators (KPIs) as of September 30, 2025, Vaya’s fund balance, and FTE trends. Mr. Hill then provided an update on the NC Medicaid budget, including Medicaid rate reductions and impact to Vaya. Mr. Hill concluded by sharing Helene-related investments, solvency and comparative data, pension funding updates, and 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.

Ms. Dakeisha Wesley left the meeting at 4:15 p.m.

H. Regulatory and 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, including the annual Compliance Week Report. RCQC reviewed proposed the meeting schedule of April 23, 2026, August 20, 2026, October 15, 2026, and January 27, 2027.

I. Provider Advisory Council Report

Ms. Carson Ojamaa, Provider Advisory Council (PAC) representative, shared updates from several PAC committees and subcommittees, including the recent PAC Annual Retreat held on Nov. 19, 2025. Ms. Ojamaa noted the smooth transition between Mr. Donald Reuss, retiring VP of BH & I/DD Network Operations, and Ms. Celeste Ordiway, who moved into this role effective Dec. 1, 2025.

J. Consumer and Family Advisory Committee Report

Ms. Pat McGinnis, CFAC Representative, reported on the recent Steering Committee meetings, shared details from the recent CFAC Retreat, shared events and trainings attended by Vaya CFAC members, and reviewed the schedule of upcoming CFAC meetings.

K. Closed Session

Mr. Ronnie Beale, Board Chair, called for a motion for the Board of Directors to enter 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. Carson Ojamaa left the meeting at 4:34 p.m.

Ms. Nancy Baker 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 4:35 p.m.

Mr. Dan Brummitt made a motion for the Board of Directors to resume open session. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 4:48 p.m.

L. Other Business

Ms. Hayes encouraged Board Members to review the Human Rights Committee’s 2025 Annual Report provided in the board materials.

Mr. Steve Martin, General Counsel and Chief Compliance Officer, shared a new proposal regarding the prior recommendation to proactively comply with proposed House Bill 171, which was vetoed by the Governor but expected to become law in the future. The Board thoroughly discussed House Bill 171, its potential impact on Vaya, and appropriate language to accurately reflect Vaya’s position.

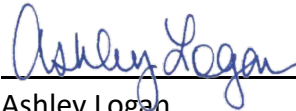
Mr. Ira Dove made a motion to sunset the March 25, 2021 Resolution.

Mr. Mike Norris seconded the motion.

Motion unanimously approved.

M. Adjournment

The meeting adjourned by consensus at 4:58 p.m.



Ashley Logan

Chief of Staff and Secretary to the Board