

**BOARD OF DIRECTORS**  
**OPEN SESSION MEETING MINUTES**  
**January 22, 2026**  
**4:00 – 7:00 p.m.**

*The Board of Directors of Vaya Health conducted its annual retreat on Thursday and Friday, January 22-23, 2026, at the Grand Bohemian Lodge, located at 11 Boston Way, Asheville, NC 28803; 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	
<b>Ronnie Beale, Chair</b>	X	
<b>Dan Brummitt, Vice Chair</b>	X (virtual)	
<b>Ira Dove</b>	X	
<b>Ricky Graves</b>	X	
<b>Billy Kennedy</b>	X	
<b>William “Bill” Lapsley</b>		X
<b>Pat McGinnis</b>	X (virtual)	
<b>Mike Norris</b>	X	
<b>Carson Ojamaa</b>	X	
<b>Connie Orr</b>		X
<b>Steve Pitman</b>		X
<b>Donnie Potter</b>		X (proxy)
<b>Shirley Randleman</b>	X	
<b>Mark Richardson</b>	X	
<b>Mary Ann Widenhouse</b>	X (virtual)	
<b>Gwynneth Wildcatt</b>	X	
<b>Ashley Wooten</b>	X	

**Also participating in 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; Ashley Logan, Chief of Staff and Secretary to the Board; 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 4:00 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 December 11, 2025 Meeting Minutes**

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

Mr. Mike Norris seconded the motion.

Motion unanimously approved.

Ms. Shirley Randleman made a motion to approve the Meeting Minutes, as presented.

Mr. Mike Norris seconded the motion.

Motion unanimously approved.

**Ms. Carson Ojamaa joined the meeting at 4:05 p.m.**

**C. Public Comment**

No members of the public signed up for public comment for the Jan. 22, 2026, 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, opened by sharing the recent i2i Winter Conference was well attended. Board attendees included Mr. Ronnie Beale, Commissioner Dan Brummitt, Mr. Mike Norris, Ms. Nancy Baker, Commissioner Houston Barrow, Ms. Gwynneth Wildcatt, Ms. Carson Ojamaa, and Mr. Ricky Graves. Mr. Beale highlighted Vaya Health's Transitions to Community Living (TCL) Team received a 2026 Innovation Award in the person driven initiative category at the conference.

Mr. J.K. Coward, Board Attorney, advised that in accordance with the Bylaws of the Board of Directors of Vaya Health, the Chair and Vice Chair shall be elected annually. Mr. Coward opened the floor for nominations for Governing Board Chair and Vice Chair.

Mr. Ira Dove made a motion to reappoint Mr. Beale as Chair of the Vaya Governing Board.

Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Mike Norris made a motion to reappoint Mr. Dan Brummitt as Vice Chair of the Vaya Governing Board.

Mr. Houston Barrow seconded the motion.

Motion unanimously approved.

Messrs. Beale and Brummitt expressed their appreciation to the Board stating it is an honor to serve.

Mr. Ronnie Beale opened the floor for recommendations for Committee appointments to the Board of Directors. Mr. Billy Kennedy, Chair of Regulatory Compliance and Quality Committee (RCQC), nominated Ms. Gwynneth Wildcatt and Mr. Ricky Graves to serve on the Regulatory Compliance and Quality Committee. Mr. Beale, as Board Chair, approved the appointments with no vote required pursuant to the Bylaws.

Ms. Ashley Logan, Chief of Staff & Secretary to the Board, displayed the current Bylaws of the Board of Directors of Vaya Health with proposed amendments. Ms. Tracy Hayes, Area Director & Chief Executive Officer, highlighted the proposed amendments to the Bylaws of the Board of Directors. Mr. J.K. Coward, Board Attorney, noted the amendments do not contain substantive changes.

Ms. Nancy Baker made a motion to approve the Bylaws, as amended.

Mr. Mike Norris seconded the motion.

Motion unanimously approved.

**F. Report of the Finance Committee and the Chief Financial Officer**

Mr. Larry Hill, Executive Vice President and Chief Financial Officer, addressed the Committee by presenting the FY25-26 Fiscal Year to Date (FYTD) Financial Dashboards and Reports ending November 30, 2025. Mr. Hill then reviewed financial KPIs through November 30, 2025, noting the team is working to restore reserves to 12.5%. Continuing, Mr. Hill presented year-to-date margin performance by source, Vaya's fund balance and FTE trends.

Next, Mr. Hill presented NC Medicaid budget updates and provider rate cut updates, noting Vaya issued an updated Provider Communication Bulletin on Jan. 9, 2026. The communication confirmed receipt of NCDHHS revised fee schedules beginning on Jan. 5, 2026. Vaya is working diligently to reconfigure and update rates in the system within the 45-day period set by NCDHHS and will complete updates on or before Feb. 19, 2026. Mr. Hill noted that Vaya will not require providers to take any action for claims to be reprocessed. Vaya will complete reprocessing claims on or before March 21, 2026. Ms. Gwynneth Wildcatt expressed gratitude to Mr. Hill and Vaya for the additional efforts by not requiring providers to resubmit claims for reprocessing.

Mr. Hill concluded by sharing Vaya's Balance Sheet and Consolidated Income Statement.

Mr. Mike Norris made a motion to approve the Financial Dashboards and Reports, as presented.

Mr. Ira Dove seconded the motion.

Motion unanimously approved.

**G. Consumer and Family Advisory Committee Report**

Ms. Nancy Baker, CFAC Representative, provided an overview of the Vaya CFAC Annual Report, including an overview of N.C.G.S § 122C-170, Vaya CFAC regions, meeting schedule, steering committees and discussion topics, advocacy initiatives, Vaya CFAC officers, State CFAC engagement, and recruitment.

**H. Provider Advisory Council Report**

Ms. Carson Ojamaa, Provider Advisory Council (PAC) representative, shared updates from several PAC committees and subcommittees. Ms. Ojamaa announced that the next PAC meeting will be on February 18, 2026.

**I. Report of the Area Director and Chief Executive Officer**

Ms. Tracy J. Hayes, Area Director and Chief Executive Officer, opened by sharing a video from Watauga County Schools thanking Vaya Health for providing over \$89,000 to cover the full cost of summer camp using Hurricane Helene recovery funds. Ms. Hayes continued her report by sharing recent advocacy initiatives including details from the Brain Injury Advisory Council meeting on Jan. 8, 2026, i2i Winter Conference, and AYA House ribbon cutting on Jan. 16, 2026. Ms. Hayes reported that SAMHSA issued a notice of grant termination on Jan. 14, 2026, which would have affected Vaya's System of Care Team. The grant termination notice was rescinded on Jan. 15, 2026.

Next, Ms. Hayes presented Governing Board and Regional Board vacancies, reviewed 2026 Governing Board meeting dates, and emphasized that the Regulatory Compliance and Quality Committee will meet on separate dates from the Board. Ms. Hayes then shared Hope4NC updates and wind-down planning if a No Cost Extension is not received. Ms. Baker inquired how many staff could be affected. Ms. Danielle Wittekind confirmed eight employees support the Hope4NC program. Ms. Hayes continued by sharing Oct. – Dec. 2025 training data, Community Relations updates, and highlighted a recent Spotlight for Carolina segment.

Continuing, Ms. Hayes asked Ms. Rhonda Cox, EVP and Chief Operations Officer, to share details of community feedback received following the launch of the Children and Families Specialty Plan (CFSP). The board discussed membership transitioned from CFSP by county, reasons CFSP members transitioned as of Jan. 1, 2026, and staffing for children who have transitioned from CFSP.

Ms. Hayes concluded her report with updates on Vance and Caldwell projects, crisis utilization data for the period of Aug. – Oct. 2025, and details of the Jan. 2, 2026, Tailored Plan and Medicaid Direct scorecards.

**Mr. Mikhail Korolchuk and Ms. Carson Ojamaa left the meeting at 6:06 p.m.**

**J. 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. 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 6:06 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 6:48 p.m.

**K. Other Business**

No other business.

**L. Motion to Recess until the following day.**

Mr. Ricky Graves made a motion to recess until the following day. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

The meeting recessed at 6:51 p.m.

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**MEETING MINUTES**  
**January 23, 2026**

<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>Dan Brummitt, Vice Chair</b>	X (virtual)	
<b>Ira Dove</b>	X (virtual)	
<b>Ricky Graves</b>	X	
<b>Billy Kennedy</b>	X	
<b>William "Bill" Lapsley</b>		X
<b>Pat McGinnis</b>	X (virtual)	
<b>Mike Norris</b>	X	
<b>Carson Ojamaa</b>	X	
<b>Connie Orr</b>		X
<b>Steve Pitman</b>		X
<b>Donnie Potter</b>		X (proxy)
<b>Shirley Randleman</b>	X	
<b>Mark Richardson</b>	X (virtual)	
<b>Mary Ann Widenhouse</b>	X	
<b>Gwynneth Wildcatt</b>	X	
<b>Ashley Wooten</b>	X (virtual)	

**Also attending 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; Dr. Heather Cree, Vice President of Pharmacy Operations; Ashley Logan, Chief of Staff and Secretary to the Board; McLean Moore, Chief of Staff - Business Integrity; Mikhail Korolchuk, Support Specialist II; Kelsi Knick, NCDHHS Deputy Director, Behavioral Health I/DD Tailored Plans; Michelle Merritt, NCDHHS I/DD Clinical Consultant; Yvonne French, NCDHHS Liaison; and no members of the public.*

**A. Call to Order and Motion to come out of Recess**

Mr. Ronnie Beale, Chair, called for the Board of Directors meeting to resume at 9:00 a.m.

Ms. Nancy Baker made the motion to come out of recess. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

**Mr. Ashley Wooten joined the meeting at 9:07 a.m.**

**B. Annual Board Training required by N.C.G.S. § 122C-119.1**

Ms. Tracy J. Hayes, Area Director and Chief Executive Officer, welcomed Ms. Kelsi Knick, Deputy Director, Behavioral Health I/DD Tailored Plans, and Ms. Michelle Merritt, I/DD Clinical Consultant, to the meeting. Ms. Hayes introduced Governing Board members attending in person and online to Ms. Knick and Ms. Merritt.

**NCDHHS Training** – Ms. Knick thanked Ms. Hayes for the introduction. Ms. Knick began by presenting the transition to Medicaid Managed Care, Medicaid enrollment options, and data of total enrollment across programs as of January 2026. Ms. Michelle Merritt then presented roles and responsibilities for the Tailored Plan program, governing board training and key responsibilities, areas of contract monitoring and oversight by NC Medicaid, and conflicts of interest. Ms. Merritt continued by presenting compliance related training, including areas of focus of the board on compliance, an overview of the Compliance Program, program integrity, fraud, waste and abuse prevention, and area authority reimbursement to the state for disallowed expenditures.

**Ms. Carson Ojamaa and Ms. Rhonda Cox joined the meeting at 9:27 a.m. Mr. Ira Dove left the meeting at 9:27 a.m.**

Next, Ms. Knick and Ms. Merritt continued the annual training by presenting finance-related topics, including capitation payments, financial management, financial oversight, accountability and sustainability, medical loss ratio, risk corridor, solvency metrics, statutory and contractual solvency requirements, and an overview of budget development.

**Ms. Yvonne French joined the meeting at 9:52 a.m. Mr. Ira Dove joined the meeting at 10:10 a.m.**

Ms. Merritt transitioned to presenting contract oversight, including oversight for NC Medicaid Managed Care, oversight strategy, contract performance guiding principles, and contract performance monitoring tools. Ms. Knick noted that contracts are sent to Ms. Tracy Hayes for execution. Ms. Hayes clarified that Steve Martin, General Counsel and Chief Compliance Officer, reviews all contract matters before execution. Ms. Knick concluded by presenting contract performance monitoring tools and county concerns and DHHS Secretary responses. Ms. Knick thanked the Governing Board for their time.

Ms. Tracy opened the floor for questions or comments. Ms. Mary Ann Widenhouse, CFAC Representative, commented on the quantity of rules and regulations impacting the ability to provide services to individuals. Ms. Hayes answered by explaining providers are accountable to

Vaya, Vaya is accountable to the Department, and the Department is accountable to CMS. Ms. Knick added there are a great deal of regulatory requirements and members are the Department's priority, noting that health plans are very invested in the members they serve and providing quality care. Mr. Billy Kennedy, Chair of Regulatory Compliance and Quality Committee, commented on problems with the Department timely providing data and systemic issues that make it difficult for plans to operate at the best possible level. Ms. Nancy Baker, CFAC Representative, commented that streamlining data and reporting is imperative. Mr. Ronnie Beale thanked Ms. Knick and Ms. Merritt for attending virtually, adding in person attendance is welcomed in the future.

**Ms. Hayes left the meeting at 9:58 a.m. Ms. Knick and Ms. Merritt left the meeting at 10:03 a.m. Mr. Dan Brummitt left the meeting at 10:12 a.m.**

**Financial Training** – Mr. Larry Hill, EVP and Chief Financial Officer, continued annual training by overviewing fiscal management, budget development and fiscal accountability. Mr. Hill presented detailed information concerning funding streams, utilization and administrative expenditures, Medical Loss Ratio (MLR) and capitation revenue, the risk corridor, the financial reporting package, and financial viability. Continuing, Mr. Hill explained budget development and fiscal accountability, detailing key aspects of budget requirements, the fiduciary responsibility to review and approve the SFY25-26 budget, and external reporting accountability. Mr. Hill concluded his presentation with an overview of board benefits.

**Board Responsibilities, Compliance Oversight, and Required FCA Training** – Mr. Steve Martin, General Counsel and Chief Compliance Officer, presented Tailored Plan Compliance & Board Responsibilities training to the Vaya Health Board of Directors. In accordance with N.C.G.S. §122C-119.1, Mr. Martin began his presentation by discussing area authority governance, board training, NC Session Law 2012-151 (SB 191), and the alternative board structure. Mr. Martin presented details regarding board responsibilities, board liabilities, code of ethics, and the impact of government status. Next, Mr. Martin presented information regarding the Compliance Program, including statutory, contractual and oversight requirements, risk examples, previous Office of the State Auditor and NCDHHS Office of Internal Auditor audits, board oversight and reporting, and examples of OIG expectations. Concluding, Mr. Martin provided a False Claims Act refresher.

**Ms. Yvonne French left the meeting at 11:28 a.m. Ms. Hayes joined the meeting at 11:40 a.m.**

### **C. Pharmacy Team**

Mr. Beale welcomed Dr. Heather Cree, Vice President of Pharmacy Operations, to the meeting. Dr. Cree began by presenting plan paid spending and utilization trends. Dr. Cree shared high cost claims and care management data for October through December, GLP-1 utilization, and authorization summary details by volume and by denial. Dr. Cree continued by presenting

details of the asthma management project, noting the project resulted in 68% improvement in the quality of care. Dr. Cree further presented a review of excessive Uzedy dosing with potential drug savings of \$210,000, Hepatitis C project review, osteoporosis review, and future project considerations.

**D. Other Business**

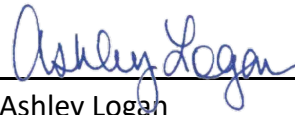
No other business discussed.

**E. Adjournment**

Mr. Beale called for a motion to adjourn. Mr. Billy Kennedy made the motion. Mr. Ricky Graves seconded the motion.

Motion unanimously approved.

Meeting adjourned at 12:08 p.m.



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Ashley Logan

Chief of Staff and Secretary to the Board