BOARD OF DIRECTORS

OPEN SESSION MEETING MINUTES

March 26, 2026

4:30 – 6:30 p.m.

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, March 26, 2026, at Vaya Health's Regional Office, located at 2929 Crouse Lane, 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	
Ronnie Beale, Chair	X	
Dan Brummitt, Vice Chair	X	
Lynn Cody	X	
Ira Dove	X	
Ricky Graves	X	
Billy Kennedy	X	
William "Bill" Lapsley	X (virtual)	
Pat McGinnis	X	
Mike Norris	X	
Carson Ojamaa		X
Steve Pitman	X	
Donnie Potter	X	
Shirley Randleman	X	
Mark Richardson	X (virtual)	
Mary Ann Widenhouse	X (virtual)	
Gwynneth Wildcatt	X (virtual)	
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 (EVP) & Chief Financial Officer; Rhonda Cox, EVP & Chief Operations Officer; Richard Zenn, Chief Medical Officer; Danielle Wittekind, Chief Human Resources Officer; Robert Webb, EVP and Chief Information 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 III; and Will Chapman, member of the public.

A. Welcome, Call to Order and Roll Call

Mr. Ronnie Beale, Board Chair, called the meeting to order at 4:31 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. <u>Approval of Agenda and January 21-22, 2026 Meeting Minutes</u>

Mr. Ricky Graves made a motion to approve the Agenda, as presented.
Ms. Nancy Baker seconded the motion.
<u>Motion unanimously approved.</u>

Mr. Ricky Graves made a motion to approve the Meeting Minutes, as presented.
Mr. Ira Dove seconded the motion.
<u>Motion unanimously approved.</u>

Mr. Beale continued by welcoming newly appointed Region 1 Vice Chair, Mr. Joey Lynn Cody, Swain County Commissioner, as a Governing Board member. Mr. Beale led the swearing in of Mr. Cody. Mr. Cody expressed gratitude for the opportunity to serve his community and join the Board of Directors.

C. <u>Public Comment</u>

Mr. Ronnie Beale, Board Chair, extended a welcome to Will Chapman, member of the public, to the Governing Board meeting. Mr. Beale opened the floor to Mr. Chapman for his opportunity to speak during the public comment period of the meeting. Following a period of silence, Ms. Logan asked Mr. Chapman if he wished to voice any public comments during the public comment period. Mr. Chapman replied via the publicly accessible Teams meeting chat, "Microphone is having issues. I have no comment. Thank you". Ms. Logan shared a verbatim reading of the same to the Board of Directors.

D. <u>Conflict of Interest Disclosure</u>

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. <u>Report of the Chair</u>

Mr. Beale began by sharing recent primary election results and addressing potential impacts on the Governing Board. Mr. Dan Brummitt, Vance County Commissioner, and Mr. Houston Barrow, Rockingham County Commissioner, remain on the Governing Board until the expiration of their terms. Mr. Beale further invited Governing Board members to the Macon County Behavioral Health Task Force meeting held on the second Thursday of each month, in Frankin, NC.

F. <u>Report of the Area Directors & Chief Executive Officer</u>

Ms. Tracy Hayes, Area Director & Chief Executive Officer, began her report by sharing recent advocacy and engagement efforts, including the Feb. 12, 2026, Brain Injury Advisory Council meeting, feedback provided in response to the TBI State Action Plan, attendance at the WNC Health Policy Legislative Summit, and opening remarks at the Youth Resilience Summit. Ms. Hayes further shared updates regarding Hope4NC, Vance and Caldwell County projects, justice-involved prison release follow-up data for adults, and acknowledging Tomeika Gentry, Innovations Care Management, for her dedication and special support of a member. Ms. Mary Ann Widenhouse stated she is looking forward to an upcoming reentry symposium in Lake Junaluska and impacts on local communities.

Mr. Ashley Wooten joined the meeting at 4:43 p.m.

Ms. Hayes concluded her report by sharing external quality review results, details of the Feb. 27, 2026, Tailored Plan and Medicaid Direct scorecards, December 2025 through February 2026 training data, and crisis utilization data for the period of October – December 2025.

G. <u>Report of the Finance Committee and Chief Financial Officer</u>

Mr. Larry Hill, Executive Vice President and Chief Financial Officer, addressed the Committee by presenting FY25-26 Fiscal Year to Date (FYTD) Financial Dashboards and Reports ending Jan. 31, 2026, noting the General Assembly has not approved the state budget. Mr. Hill continued by presenting financial KPIs through Jan. 31, fund balance levels trend data, full-time employee trends, Helene updates, and the latest updates Medicaid rates. Mr. Hill then shared updates from the in-person meeting on March 26 with the Department regarding SFY2027 capitation rates, noting this was the first in-person meeting as all prior meetings were previously held virtually. Mr. Steve Martin, General Counsel & Chief Compliance Officer, also attended the meeting.

Mr. Mike Norris, Finance Committee Chair, called for a motion to approve the Financial Reports and Dashboards. Mr. Houston Barrow made a motion to approve the Financial Reports and Dashboards to the Board of Directors for approval. Ms. Nancy Baker seconded the motion.
<u>Motion unanimously approved</u>.

Continuing, Mr. Hill presented Budget Revision No. 2 to the Governing Board, noting $220M payments to hospitals as part of the HASP funding program comprise a large majority of the revision. The HASP program is part of the funding package that enabled statewide support for Medicaid expansion. Vaya is simply the intermediary from NCDHHS and does not make the calculations. The Governing Board discussed budget revisions.

Mr. Norris called for a motion for the Governing Board to approve Budget Revision No. 2. Mr. Ricky Graves made a motion to approve Budget Revision No. 2. Mr. Billy Kennedy seconded the motion.
<u>Motion unanimously approved.</u>

Mr. Will Chapman, member of the public, exited the meeting at 5:17 p.m.

Concluding, Mr. Hill reviewed the Balance Sheet and Consolidated Income Statement through Jan. 31, 2026, adding budget assumptions for the next fiscal year are being developed and adjusted rates will be included in future work.

H. <u>Provider Advisory Council (PAC) Report</u>

Ms. Carson Ojamaa was unable to attend. Ms. Nancy Baker shared an update as a CFAC member participating in the PAC IDD Subcommittee meeting.

I. <u>Consumer and Family Advisory Committee Report</u>

Mr. Ricky Graves, CFAC Representative, reported on the recent Steering Committee meetings, held on March 9, shared events and trainings attended by Vaya CFAC members, and reviewed the schedule of upcoming CFAC meetings. Mr. Graves extended a standing invitation for Governing Board members to attend upcoming CFAC meetings and events.

Mr. Mikhail Korolchuk exited the meeting at 5:32 p.m.

J. <u>Closed Session</u>

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).

Mr. Ira Dove made a motion for the Board of Directors to enter closed session.
Mr. Houston Barrow seconded the motion.
<u>Motion unanimously approved.</u>

The Board of Directors entered closed session at 5:33 p.m.

Mr. Ashley Wooten made a motion for the Board of Directors to resume open session. Mr. Billy Kennedy seconded the motion.
<u>Motion unanimously approved.</u>
The Board of Directors resumed open session at 6:43 p.m.

K. <u>Other Business</u>

Mr. Beale called for a motion to recommend amending the Governing Board meeting schedule, adding an Executive Committee meeting to the May 21 to the schedule.
Mr. Norris made the motion. Mr. Baker seconded the motion.
<u>Motion unanimously approved.</u>

L. <u>Adjournment</u>

Mr. Houston Barrow 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 6:47 p.m.

Ashley Logan
Chief of Staff and Secretary to the Board