BOARD OF DIRECTORS

OPEN SESSION MEETING MINUTES

May 21, 2026

6:00 – 8:00 p.m.

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, May 21, 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 (virtual)	
Ronnie Beale, Chair	X (virtual)	
Dan Brummitt, Vice Chair	X	
Lynn Cody	X	
Ira Dove	X	
Ricky Graves	X (virtual)	
Billy Kennedy	X	
William "Bill" Lapsley	X (virtual)	
Pat McGinnis	X (virtual)	
Mike Norris	X	
Carson Ojamaa	X (virtual)	
Steve Pitman	X	
Donnie Potter	X	
Shirley Randleman	X (Proxy to Donnie Potter)	
Mark Richardson	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 (EVP) & Chief Financial Officer; Rhonda Cox, EVP & Chief Operations Officer; Richard Zenn, Chief Medical Officer; Danielle Wittekind, EVP & Chief Human Resources Officer; Robert Webb, EVP and Chief Information Officer; Brian Shuping, Vice President of Community Relations; J.K. Coward, Board Attorney; Ashley Logan, Chief of Staff and Secretary to the Board; and McLean Moore, Chief of Staff - Business Integrity; Mickie Hillbert, Chief of Staff - Information Services Division; 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 6:03 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 Meeting Minutes from March 26, 2026, and April 23, 2026

Mr. Ricky Graves made a motion to approve the agenda, as presented.
Mr. Mike Norris seconded the motion.
Motion unanimously approved.

Mr. Dan Brummitt made a motion to approve the March 26, 2026, meeting minutes, as presented.
Mr. Mike Norris seconded the motion.
Motion unanimously approved.

Mr. Ricky Graves requested a scrivener's error correction to the April 23, 2026, meeting minutes, noting the Vaya Consumer Family Advisory Committee Steering Committee had a singular meeting on March 9, 2026. Mr. Ricky Graves made a motion to approve the April 23, 2026, meeting minutes, as amended.
Mr. Donnie Potter seconded the motion.
Motion unanimously approved.

Mr. Bill Lapsley joined the meeting at 6:19 p.m.

C. Public Comments

No members of the public signed up for public comment for the May 21, 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, Board Chair, reported the mobile opioid unit sponsored by Vaya Health (Vaya) visited the Macon County Behavioral Task Force on May 14, 2026, in Franklin, NC. Mr. Beale turned the floor over to Mr. Mike Norris, who shared that Ms. Shelly Foreman, Community Relations Regional Director, will be speaking to the Rotary Club of Franklin and extended an open invitation to Governing Board members to attend. Mr. Beale closed by sharing the Board of Directors for Dogwood Health Trust will be attending the July Macon County Behavioral Health Task Force meeting and invited Vaya's Board of Directors to attend.

F. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, Executive Vice President and Chief Financial Officer, addressed the Board by presenting FY25-26 Fiscal Year to Date (FYTD) Financial Dashboards and Reports ending March 31, 2026, including financial key performance indicators through March 31, fund balance levels data, full-time employee trends, and Helene allocation tracking. Mr. Hill continued by noting that the legislature passed House Bill 696, which included an additional $319M for Medicaid rebase, bringing the total rebase amount for SFY25-26 to $819M.

Continuing, Mr. Hill presented the Proposed Budget SFY2026-2027, including key dates for public notice, highlighting a pre-meeting with Mr. Norris on May 18, 2026, upcoming review with Vaya's Consumer and Family Advisory Council on May 29, and public hearing and Board of Directors meeting taking place on June 25. Mr. Hill then presented an overview of budget projection wildcards, noting the budget projection summary was compiled using the latest information and remains fluid in nature, and the Department's actuary, Mercer, disseminated a new rate book on March 23. With State budget deliberations remaining unsettled and DHB projecting an additional Medicaid rebase in excess of $1B for SFY26-27, any downstream impacts from the new fiscal year will be addressed in a timely manner should funding or eligibility be impacted. Additionally, impact from H.R.1 implementation is pending and not assumed in the budget, and the budget incorporates anticipated funding associated with Vaya's recent selection as a Regional Hub Lead in the Rural Health Transformation Program grant. Mr. Hill noted that if the final fund award differs from the budgeted amount, a budget amendment will be prepared for consideration and approval.

Continuing, Mr. Hill presented a budget overview, including notable capitation highlights, rate book comparisons, and membership projections. Vaya is using internal trending for membership budget for SFY26-27 rather than estimates provided by the Department. Mr. Hill then presented Medicaid target assumption and non-Medicaid revenue budget assumptions, key human resource assumptions, full time employee trends, details of additional investments and costs included in the proposed FY26-27 budget, income statement projections, total revenue administrative percentage trends, and an overview of capital reserves, and summarized income statement.

Concluding his presentation, Mr. Hill presented the summarized income statement, proposed SFY27 operating budget, FY27 Salary Plan, and Vaya's Consolidated Income Statement and Balance Sheet, appendix attached. Mr. Hill noted that the Salary Plan will also need approval at the June 25 Board of Directors meeting.

Ms. Nancy Baker made a motion to approve the financial reports, as presented.
Mr. Ashley Wooten seconded the motion.
Motion unanimously approved.

G. Report of the Area Director and Chief Executive Officer

Ms. Tracy Hayes began her presentation by sharing that Vaya was recently awarded Region 3 ROOTS Hub under the Rural Health Transformation Program, highlighting Ms. Rhonda Cox, EVP and Chief Operations Officer, Sarah Frei, Housing & Social Determinants Director, Jessica Pape, Chief Operating Officer at Partners Health Management (Partners), and the many Vaya and Partners colleagues who contributed to the positive outcome of this award.

Continuing, Ms. Hayes shared recent advocacy initiatives, details of the upcoming i2i Center for Integrative Health (i2i) spring conference and announcing the i2i organization will sunset during the summer of 2026. The North Carolina Association of Public Community Health Plans will assume responsibility for maintaining the inclusive efforts for which the i2i Center is known and begin planning state-wide conferences. Ms. Hayes presented a 2026 calendar revision for the Regulatory Compliance and Quality Committee (RCQC), adding June 18 as a meeting date. Mr. Ronnie Beale called for a motion to approve the June 18 RCQC meeting date.

Mr. Billy Kennedy made the motion. Mr. Ricky Graves seconded the motion.
Motion unanimously approved.

Ms. Hayes concluded her report by sharing Hope4NC updates, Vance and Caldwell Project updates, crisis utilization data through February 2026, and details of the May 1, 2026, Tailored Plan and Medicaid Direct scorecards.

H. Consumer and Family Advisory Committee Report

Ms. Mary Ann Widenhouse, CFAC Representative, reported on the CFAC Steering Committee meeting held on May 11, 2026, an overview of local CFAC meetings held in April, shared recent events, trainings and activities attended by CFAC members, reviewed the schedule of upcoming CFAC meeting, and recent workgroup details. Ms. Widenhouse extended a standing invitation for Governing Board members to attend upcoming CFAC meetings and events.

I. Regulatory Compliance and Quality Committee Report

Mr. Billy Kennedy, RCQC Chair, addressed the board by sharing updates from the quarterly RCQC meeting held on April 23, 2026. Mr. Kennedy spotlighted Vaya's performance on Service Level Agreements (SLAs) and provided an overview of clinical quality key performance indicators, delegated vendor performance, and compliance risk, and oversight activity. Mr. Kennedy encouraged all Board members to thoroughly review the committee materials. Ms. Ashley Logan complimented Ms. McLean Moore, Chief of Staff – Business Integrity, and her stellar support of RCQC. The Board expressed a round of applause honoring Ms. Moore for her contributions.

J. **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 June 17, 2026.

Ms. Carson Ojamaa left the meeting at 7:17 p.m.

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).

Mr. Billy Kennedy made a motion for the Board of Directors to enter closed session.
Ms. Nancy Baker seconded the motion.
Motion unanimously approved.

The Board of Directors entered closed session at 7:18 p.m.

Mr. Dan Brummitt made a motion for the Board of Directors to resume open session.
Mr. Donnie Potter seconded the motion.
Motion unanimously approved.
The Board of Directors resumed open session at 8:12 p.m.

L. **Other Business**

Mr. Dan Brummitt made a motion to approve the Resolution of the Vaya Health Board of Directors to merge with Partners Health Management, effective Oct. 1, 2026 (Resolution), as presented. Mr. Mike Norris seconded the motion. All voting Board Members present individually voted yay in support of the motion to approve the Resolution. As proxy for Ms. Shirley Randleman, Mr. Donnie Potter voted yay on behalf of Ms. Shirley Randleman. Ms. Carson Ojamaa, non-voting member and PAC President, was not present at the time of the vote.
Motion unanimously approved.

M. **Adjournment**

Mr. Donnie Potter made a motion for the Board of Directors to adjourn.
Mr. Billy Kennedy seconded the motion.
Motion unanimously approved.

The Board of Directors adjourned at 8:24 p.m.

Ashley Logan

Ashley Logan
Chief of Staff and Secretary to the Board