

**MEETING MINUTES**  
**November 29, 2018**

*The Board of Directors of Vaya Health held a regular meeting at 4:30 pm on Thursday, November 29, 2018 at 200 Ridgefield Court, Suite 206, Asheville, NC.*

<b><i>In Attendance:</i></b>	<b><i>Attending:</i></b>	<b><i>Apologies:</i></b>
<i>Billy Kennedy</i>	X	
<i>Gary Blevins</i>	X	
<i>Ira Dove</i>	X	
<i>Jeanne Duncan</i>	X	X
<i>Dr. Jack Cahn</i>	X	
<i>Dr. Jeff Heck</i>	X	X
<i>Jim Holland</i>	X	X
<i>Joyce Edwards</i>		
<i>Marche Pittman</i>		X
<i>Michael Lavender</i>	X	
<i>Mike Norris</i>	X	
<i>Nancy Baker</i>	X	
<i>Pat McGinnis</i>		
<i>Rick French (Chair)</i>	X	
<i>Ronnie Beale</i>		X (Rick French)
<i>Steve Smith</i>	X	X

**Also attending the Board of Directors meeting:**

*Brian Ingraham, Chief Executive Officer; Clark Phillip, Chief Finance Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Christina Dupuch, Chief Community Operations Officer; Robert Webb, Chief Information Officer; Rhonda Cox, Chief of Population Health; Patrick McCoy, Senior Director Human Resources; Dr. Craig Martin, Chief Medical Officer; Jay Coward, Board Attorney; Brooklyn Whiteside, Executive Legal Assistant & Clerk to the Board, Christina Rose Carter, Legal Assistant; two representatives from Clifton Larsen Allen and three members of the public.*

**A. Call to Order and Roll Call:**

Mr. Rick French, Chair, called the meeting to order at 4:35 pm.

**B. Review and Approval of November 29, 2018 Agenda and October 23, 2018 Meeting Minutes:**

Ms. Nancy Baker made a motion to approve the November 29, 2018 agenda and October 25, 2018 meeting minutes, as presented. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

C. **Public Comment:**

Ms. Mary Short made note of the incorrect time listed on Vaya's website for the Regulatory Compliance and Quality Committee. The committee now meets at 2:30 pm. Ms. Short also requested to receive notice of Board of Directors meetings.

D. **Conflict of Interest Disclosure:**

Tracy Hayes, General Counsel reported the Mr. Billy Kennedy was reappointed to the Hospital Board, Mr. Kennedy will not participate in voting that involves hospitals.

E. **Report of the Chair – Rick French:**

- Mr. Rick French reviewed current Board vacancies and re-appointments with the Board. Topic will be added to the January retreat agenda.
- Mr. French also reviewed the proposed 2019 Board of Directors meeting schedule. Clerk will correct August, the correct meeting date is August 22, 2019. Mr. Billy Kennedy made a motion to approve the 2019 Board of Director meeting schedule, with noted changes made. Mr. Michael Norris seconded the motion.

Motion unanimously approved.

F. **Report of the Chief Executive Officer – Brian Ingraham:**

Mr. Brian Ingraham provided updates on the following items (Supporting documents were provided).

- Significant DHHS and Legislative Updates
- I2i Conference at Pinehurst Resort, December 4-7, 2018
- DHHS Financial Solvency Update
- Rutherford County Update

G. **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; to consult with attorneys pursuant to N.C. Gen. Stat. § 143-318.11(a)(3); or to consider the qualifications, competence, performance, character, fitness, or conditions of appointment, of an individual public officer or employee pursuant to N.C. Gen. Stat. §143-318.11(a)(6).**

Ms. Nancy Baker motioned for the Board to enter closed session, Mr. Billy Kennedy seconded.

Motion unanimously approved.

The Board entered closed session at 5:30 pm.

Ms. Nancy Baker motioned to resume open session, Mr. Gary Blevins seconded.

Motion unanimously approved.

Board resumed open session at 6:23 pm.

H. **Report of the Finance Committee and Chief Finance Officer – Clark Phillip:**

▪ **Approval of Financial Reports**

Mr. Clark Phillip reviewed the most recent financial reports with the Board. Mr. Gary Blevins made a motion to approve the financial reports, as presented, Mr. Michael Norris seconded the motion.  
Motion unanimously approved.

▪ **Approval of FY2018-2019 Budget Revision Number 3**

No budget revision for November 29, 2018 meeting.

I. **Report of the Regulatory Compliance & Quality Committee – Dr. Billy Kennedy:**

Mr. Billy Kennedy provided an update on the Regulatory Compliance & Quality Committee. A quorum was present and the committee was able to vote on items that rolled over from October's agenda.

J. **Consumer and Family Advisory Committee Report – Nancy Baker:**

Ms. Nancy Baker provided an updated on the Consumer and Family Advisory Committee. All regions are actively recruiting and are hoping to fill the SU vacancy on the Board, soon.

K. **Provider Advisory Council Report – Jeanne Duncan:**

Ms. Jeanne Duncan gave an update on the Provider Advisory Council and stated that four subcommittees have been created to accomplish the goals set by the Council.

L. **Consent Agenda:**

No items reported for Consent Agenda.

M. **Other Business:**

- Ms. Nancy Baker made a motion to approve Vaya's letter to Secretary Cohen. Mr. Billy Kennedy seconded.  
Motion Unanimously approved.
- Ms. Tracy Hayes shared information on a transparency page that is currently being designed by Vaya's Office of Communications Department. Tracy invited members to look at Buncombe County's transparency page, Vaya's page will be similar to theirs.

N. **Adjournment:**

Mr. Ira Dove made a motion to adjourn, Ms. Nancy Baker seconded.  
Motion unanimously approved.  
Meeting adjourned at 6:40 pm.

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Brooklyn Whiteside, Clerk to the Board