

**BOARD OF DIRECTORS
 OPEN SESSION MEETING MINUTES**

**May 23, 2024
 4:30 – 6:00 p.m.**

The Board of Directors of Vaya Health conducted its regular meeting on Thursday, May 23, 2024 at the Drake Educational Center, located at 210 Phillips Street, Franklin, NC 28734; 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	
Ronnie Beale, Chair	X	
Patrick Betancourt	X	
Dan Brummitt, Vice Chair	X	
Ira Dove	X (Virtual)	
Ricky Graves	X	
Billy Kennedy	X	
William “Bill” Lapsley	X (Proxy to Billy Kennedy)	
Page Lemel	X	
Pat McGinnis	X	
Mike Norris	X	
Carson Ojamaa		X
Connie Orr	X (Virtual)	
John Paisley	X (Virtual)	
Brandon Pittman	X (Virtual)	
Donnie Potter	X (Proxy to Billy Kennedy)	
Mark Richardson	X (Virtual)	
Dakisha “DK” Wesley	X (Virtual)	
Mary Ann Widenhouse	X (Virtual)	
Gwynneth Wildcatt	X	
Ashley Wooten	X	

Also participating in Board of Directors:

Tracy J. Hayes, Area Director & Chief Executive Officer; Steve Martin, General Counsel & Chief Compliance Officer; Larry Hill, Executive Vice President (EVP) & Chief Financial Officer; Robert Webb, EVP & Chief Information Officer; Richard Zenn, Chief Medical Officer; Danielle Wittekind, Chief Human Resources Officer; J.K. Coward, Board Attorney; Yvonne French, NCDHHS Liaison; Chris Hyland, Consultant; Brian Shuping, Vice President (VP) of Community Relations; Drew Elliot, VP of Public Affairs; Elliot Clark,

Community Relations Regional Director; Mickie Hilbert, Chief of Staff of Information Services; Trevor Sharp, Service Desk Manager; Zane Ullman, Support Specialist II; Ashley Logan, Board Support & Administrative Professional; Christina Rose Carter, Executive Chief of Staff & Secretary to the Board; Gary Shields, Macon County Board of County Commissioners Chairman; Stacy Guffy, Town of Franklin Vice Mayor; Derek Roland, Macon County Manager, and two additional members of the public.

A. Welcome, Call to Order and Roll Call

Mr. Ronnie Beale, Board Chair, called the meeting to order at 4:32 p.m.

Ms. Christina Rose Carter, Executive Chief of Staff & Secretary to the Board, facilitated roll call at the request of Mr. Beale, confirming a quorum of the Board of Directors.

Mr. Beale led the swearing in of Mr. Ricky Graves. Mr. Graves provided a brief professional introduction. Mr. Beale then led the swearing in of Ms. Connie Orr. Ms. Orr thanked the Board and Vaya staff for their service to the community and Mr. Beale for his leadership.

B. Approval of Agenda and March 28, 2024 Meeting Minutes

Mr. Mike Norris made a motion to approve the Agenda and Meeting Minutes, as presented. Ms. Page Lemel seconded the motion.

Motion unanimously approved.

C. Public Comment

Mr. Ronnie Beale, Board Chair, welcomed Mr. Gary Shields, Macon County Board of County Commissioners, Chairman; Mr. Stacy Guffy, Town of Franklin, Vice Mayor; and Mr. Derek Roland, Macon County Manager, to provide a brief introduction and welcome the Board of Directors and Vaya staff to Franklin, North Carolina and Macon County.

Mr. Gary Shields addressed the Board and expressed appreciation for Vaya's involvement and service in the community. Mr. Shields recognized the upcoming Memorial Day observance, honoring those that lost their life in service.

Mr. Stacy Guffy addressed the Board and expressed appreciation for Vaya coming to the Town of Franklin. Mr. Guffy shared a personal story demonstrating the value of behavioral health services, and commitment to community care. Mr. Guffy stressed the importance of access to care and the ripple effects that stem from a lack there of. Mr. Guffy sincerely thanked the Board for the work that Vaya does in the local communities and offered support and partnership from the Town of Franklin to Vaya.

Mr. Derek Roland addressed the Board and provided a brief introduction including his reflection on his first days as the Macon County Manager. Mr. Roland shared his appreciation for Mr. Beale and his unwavering commitment to serving those with behavioral health needs, including his extensive involvement with the North Carolina Association for County Commissioners (NCACC), and additionally expressed appreciation for Vaya, Vaya's mission, and Vaya's impact on the community.

Mr. Gary Shields, Mr. Stacy Guffy, and Mr. Derek Roland left the meeting.

Mr. Billy Kennedy expressed appreciation for Chairman Beale welcoming the Board of Directors of Vaya Health to Franklin, NC in Macon County; and gratitude for the opportunity to visit another part of Vaya's catchment area.

D. Conflict of Interest Disclosure

Mr. Steve Martin, General Counsel & Chief Compliance Officer, requested 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, welcomed all attendees to Macon County, NC and expressed appreciation for Vaya staff and the members of the public in attendance.

F. Report of the Area Director and Chief Executive Officer

Ms. Tracy J. Hayes, Area Director & Chief Executive Officer, addressed the Board for presentation of the report of the CEO.

Ms. Hayes began her report with a moment of silence in honor of a Vaya staff member, who tragically and unexpectedly lost their life in an apparent hiking accident. The Board of Directors of Vaya Health and Vaya staff held a moment of silence. Ms. Hayes, at the request of the Board and Mr. Beale, asked Ms. Christina Carter, Executive Chief of Staff and Secretary to the Board, to share with the committee information regarding available support and donation contributions in support of the family.

Ms. Hayes then offered a reminder to the Board of the upcoming Center for Integrative Health, insight 2 innovation (i2i) conference on Jun. 11-12, 2024 in Raleigh, NC. Additionally, Ms. Hayes shared that Vaya staff would be presenting at the conference, including Dr. Heather Cree, Vice President of Pharmacy Operations, and Ms. Ashley Parks, Child and Family Treatment Continuum Director. Ms. Hayes continued with a reminder of the i2i winter conference in Dec. 2024. Ms. Hayes encouraged any board members interested in attending to communicate with Ms. Carter.

Ms. Hayes continued with an update to the Board on the submission of two (2) responses to Requests for Proposal (RFP) issued by the NC Department of Health and Human Services (NCDHHS or Department). Both RFP submissions are currently under review with NCDHHS. Ms. Hayes expressed appreciation for the collaboration and partnership of Partners Health Management staff in support of the joint response to the Children and Families Specialty Plan (CFSP) RFP; and additionally, Vaya staff who played a critical role in the completion and submission of both the Money Follows the Person (MFP) and CFSP responses. Ms. Hayes shared with the Board the staff appreciation event recently held in Tryon, NC offered a great opportunity to extend gratitude and recognition for Vaya staff; and included the first ever "Vaya's Got Talent" show. In response to Ms. Nancy Baker, Ms. Hayes shared her favorite

act was a musical performance by “The Extenders” made up of Care Management Extenders, performing “VAYA” (a remix of YMCA).

Ms. Hayes continued with Tailored Plan Readiness, NCDHHS, and legislative updates. Ms. Hayes directed the Board members attention to the Readiness Notice issued to Vaya by NCDHHS on April 16, 2024. The notice included a summary of analysis of the six (6) key performance areas in accordance with the Tailored Plan contract requirements, and certifies Vaya Health, as a BH I/DD Tailored Plan, to commence full operations and begin providing service coverage to beneficiaries on July 1, 2024. Ms. Hayes reflected on the journey to arrive to where Vaya is today with Medicaid Transformation where planning and preparations began in 2018, six (6) years ago with development of the original “Runway to Launch”. Ms. Hayes expressed tremendous gratitude to the former President and Chief Executive Officer, Mr. Brian Ingraham, for all of the work he invested into Vaya through tireless dedication to preparation for go-live.

Mr. Robert Webb addressed the Board regarding the various projects development and progression for resources required to operate successfully as a BH I/DD Tailored Plan. Mr. Webb emphasized the tremendous amount of work going, and assured the Board, Vaya staff is working toward a seamless go-live on July 1. Ms. Hayes reinforced Vaya’s commitment to success for the communities Vaya serves. Ms. Hayes reviewed the Tailored Plan and Medicaid Direct NCDHHS Scorecard executive summaries demonstrating Vaya’s continued work.

Ms. Hayes presented a community crisis concern regarding the shutdown of the 121 Motel in Vance County. Mr. Clark addressed the Board members, sharing Vaya’s impact and reach within the community that was spotlighted through the need for the community to pull together for providing services to the displaced families. Mr. Clark discussed the fluid efforts on a day-to-day basis to mobilize and support the displaced individuals. Mr. Clark highlighted the Vaya staff and providers committed to serving the community members and also the county commitment and involvement to immediately addressing the crisis within the community and response. Mr. Brummitt expressed extreme gratitude for Mr. Elliot Clark and his unwavering commitment to serving the communities Vaya serves.

Ms. Hayes then advised the Board of proposed revisions to N.C.G.S. Chapter 122C. Ms. Hayes explained that the Department is submitting an agency bill to the General Assembly, which will include revisions to the Area Authority Board Governance structure, allow the Secretary and an LME/MCO to enter into inter-governmental agreements with Tribal Authorities so that Vaya members can access vacant hospital and inpatient beds for individuals who are not tribal members. Chairman Beale called on Ms. Gwynneth Wildcatt for comment. Ms. Wildcatt addressed the Board and shared that she is on the work group spearheading the initiative and additionally has entered into a new role with the Cherokee Indian Hospital Authority (CIHA) as the Director of Accessibility and Member Resources.

Ms. Hayes updated the board on the recent NCDHHS Samantha R. settlement with Disability Rights NC, impacting members with an I/DD. Ms. Baker shared feedback provided by CFAC to NCDHHS leadership at a recent event in Raleigh.

Ms. Mary Ann Widenhouse inquired regarding Vaya’s plan for utilizing the opioid settlement funds distributed to the counties Vaya serves. Ms. Hayes advised Ms. Widenhouse, that she will ensure Mr. Donald Reuss, VP of BH I/DD Provider Network Operations, reaches out to her to provide clarity and discuss how Haywood County has planned to use the funding received by the county in the settlement.

G. Report of the Finance Committee and Chief Financial Officer

Mr. Larry Hill, EVP & Chief Financial Officer, presented the Fiscal Year to Date (FYTD) Financial Dashboards and Reports ending March 31, 2024, to the Board. The presentation included Financial Key Performance Indicators (KPIs) and data trends regarding Full Time Employees (FTEs), Total Profitability, Total Revenue Administrative Percent, Administrative Operating Expense, Medical Loss Ratio (MLR), and Vaya’s Fund Balance.

Mr. Hill concluded presentation of the Financial Dashboards and Reports with updated profitability and capital reserve projections, and reference to Vaya’s Consolidated Income Statement and Balance Sheet, appendix attached.

Ms. Page Lemel made a motion to approve the Financial Dashboards and Reports, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Hill continued with an overview of the proposed budget for FY25 including confirmation of announcing the June 27, 2024 Public Hearing in one newspaper across each county that Vaya serves. The budget overview included information on Tailored Plan launch, predicted wildcards, and an overview of capitation, service, and administration percentage rates. Mr. Hill continued the presentation with Tailored Plan and Medicaid Direct Medical Loss Ratio, Service Projections, and Administrative Operating Expenses. Mr. Hill advised revenue and expense revisions to the budget are anticipated throughout the fiscal year as clarity is received for grant allocations/ funding, contract awards, and adjustments to capitation rates.

Mr. Hill provided a capitation rate overview published by Mercer. In response to Mr. Patrick Betancourt, Mr. Hill spoke to the variance between Vaya and Partners Health Management capitation rates and the per member / per month (PM/PM) allocation. Mr. Hill continued with future projections of revenue and service, and labor and compensation. The Board members asked for additional clarity around the Premium Tax, and impact to Vaya. Mr. Steve Martin explained the Premium Tax is an allocation from the Federal Government, that passes to the State and then to Vaya, for returning back to the State, clearing the funds of restrictions for the State to utilize as desired.

Mr. Hill the opened the floor to Ms. Danielle Wittekind, Chief Human Resources Officer (CHRO) for presentation of the SFY25 Salary Plan to be submitted to the Office of State Human Resources (OSHR), including the compensation grade schedule and corresponding pay range, and the Area Director and CEO Salary Range as published by OSHR, and a comparison of the LME/MCO CEO salaries.

H. Report of the Consumer and Family Advisory Committee (CFAC)

Mr. Ricky Graves, CFAC Representative, provided the Board with an update regarding recent and upcoming CFAC activities. Mr. Graves shared an update regarding the May 13 CFAC Steering Committee and items covered including Tailored Plan Readiness, Financial Reports, 2024 Legislative Day debrief, updates from all four (4) CFAC regions, and planning for the May 30 annual business meeting. The report also included updates on community events attended by CFAC, and upcoming events including the regional CFAC meeting dates. Mr. Graves, on behalf of CFAC, reinforced the standing invitation extended to Vaya Health Board members to attend the CFAC regional meetings.

Mr. Ronnie Beale called a brief recess at 6:30 p.m. for attendees to gather dinner. Mr. Beale called for the meeting to resume at 6:43 p.m.

I. 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) 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; or 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. Page Lemel 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 6:45 p.m.

Ms. Page Lemel made a motion for the Board of Directors to resume open session. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 7:43 p.m.

J. Other Business

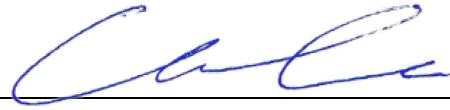
No other business was discussed.

K. Adjournment

Mr. Ronnie Beale made a motion to adjourn. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

The Board of Directors adjourned at 7:45 p.m.



Christina Rose Carter, MPA
Executive Chief of Staff & Secretary to the Board