

BOARD OF DIRECTORS MEETING & ANNUAL RETREAT

January 23-24, 2025

The Board of Directors of Vaya Health will hold its annual Board Retreat and Training on January 23-24, 2025, at the DoubleTree, located at 115 Hendersonville Road, Asheville, NC 28803. The Retreat will include a regular Board of Directors meeting at 4:00 p.m. on Thursday, January 23, 2025, and the annual Board Training required by N.C.G.S. § 122C-119.1 on Friday, January 24, 2025. PUBLIC ACCESS will be available via electronic communication only (real-time two-way audio and/or visual communication, i.e., telephone and Microsoft Teams).

Dial In: 1-828-552-4129 Passcode: 591 803 538#

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REGULAR BOARD MEETING

AGENDA

January 23, 2025

4:00 – 7:00 p.m.

A. Welcome and Call to Order

Ronnie Beale, Chair (5 minutes)

B. Approval of Agenda and December 13, 2024, Meeting Minutes

Ronnie Beale, Chair (5 minutes)

C. Public Comment

Ronnie Beale, Chair (maximum of 20 minutes)

D. Conflict of Interest Disclosure

Steve Martin, General Counsel & Chief Compliance Officer (5 minutes)

E. Report of the Chair

Ronnie Beale, Chair (15 minutes)

1. Reappointment of Chair and Vice Chair – **ACTION REQUIRED**
2. Annual Review and Approval of the Board of Directors Bylaws – **ACTION REQUIRED**

F. Report of the Chief Financial Officer

Larry Hill, Executive Vice President & Chief Financial Officer (20 minutes)

G. Report of the Consumer and Family Advisory Committee

CFAC Representative (10 minutes)

H. Report of the Chief Executive Officer

Tracy Hayes, Area Director & Chief Executive Officer (15 minutes)

I. 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/or to consult with attorneys pursuant to N.C. Gen. Stat. § 143-318.11(a)(3). *(45 minutes)*

1. Strategic Discussion with the former Deputy Secretary, North Carolina Department Health and Human Services (NCDHHS) – Competitive Healthcare Information

Dave Richard, Senior Vice President of State Government Relations, McGuireWoods

J. Other Business (5 minutes)

K. Motion to Recess until the following day

Dinner buffet will be available from 7:00 – 8:00 p.m.

ANNUAL RETREAT AND TRAINING AGENDA

January 24, 2025

9:00 a.m. – 12:00 p.m.

Breakfast buffet will be available from 7:30 – 9:00 a.m.

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- A. **Call to Order and Motion to come out of Recess** *(5 minutes)*

- B. **Annual Board Training required by N.C.G.S. § 122C-119.1**
 - 1. Introduction and Reference to Board material
Tracy Hayes, Area Director & CEO (5 minutes)
 - 2. Fiscal Management, Budget Development, and Fiscal Accountability Training
Larry Hill, Executive Vice President & Chief Financial Officer (45 minutes)
 - 3. Board Responsibilities, Compliance Oversight, and Required FCA Training
Steve Martin, General Counsel & Chief Compliance Officer (90 minutes)

- C. **System of Care** *(30 minutes)*
Kelly Wolf, System of Care Director
Laquitia Cozart, System of Care Manager

- D. **Other Business** *(5 minutes)*

- E. **Adjournment**

Boxed lunches will be available for dining in or taking on the road.