



**RESOLUTION OF THE COUNTY COMMISSIONER ADVISORY BOARD OF VAYA HEALTH TO APPOINT MEMBERS OF THE AREA BOARD IN A MANNER OR WITH A COMPOSITION OTHER THAN AS REQUIRED BY N.C.G.S. § 122C-118.1**

WHEREFORE, Vaya Health is an area authority and local management entity/ managed care organization (“LME/MCO”) as those terms are defined at N.C.G.S. § 122C-3(1) and (20c).

WHEREFORE, pursuant to N.C.G.S. § 122C-118.2, the Vaya Health County Commissioner Advisory Board statutorily represents the twenty-two (22) constituent counties that comprise the current Vaya Health catchment area, including Alexander, Alleghany, Ashe, Avery, Buncombe, Caldwell, Cherokee, Clay, Graham, Haywood, Henderson, Jackson, Macon, Madison, McDowell, Mitchell, Polk, Swain, Transylvania, Watauga, Wilkes and Yancey counties, and serves as the chief advisory board to Vaya Health and its area director.

WHEREFORE, Vaya Health and Cardinal Innovations Healthcare, an LME/MCO operating in seventeen (17) counties of North Carolina as of the date of this resolution, executed a Letter of Intent on June 1, 2021 to consolidate their organizations, with Vaya Health as the surviving entity.

WHEREFORE, pursuant to the Letter of Intent, Vaya Health and Cardinal created a Joint Steering Committee comprised of the Chair of each entity’s Board of Directors along with additional Board members appointed by each Chair and the Chief Executive Officer and General Counsel for each organization.

WHEREFORE, Vaya Health and Cardinal executed a formal Transition, Consolidation, and Dissolution Agreement effective July 28, 2021, which was approved by the Secretary of the NC Department of Health and Human Services (“DHHS Secretary”) on July 29, 2021 (the “Agreement”).

WHEREFORE, under this Agreement, Cardinal Innovations will be dissolved, and Vaya Health will assume responsibility for managing publicly funded mental health, substance use disorder, intellectual/ developmental disabilities, and traumatic brain injury services on January 1, 2022 in nine counties that have chosen to transition to Vaya: Alamance, Caswell, Chatham, Franklin, Granville, Person, Rowan, Stokes, and Vance counties.

WHEREFORE, effective January 1, 2022, the Vaya region will expand to cover thirty-one (31) counties.

WHEREFORE, N.C.G.S. § 122C-118.1(a) established a statutory limit of twenty-one (21) voting members for the governing Board of Directors of an area authority (“Governing Board”), and also established criteria for the qualifications of directors appointed to the Governing Board, which can make it challenging to ensure fair representation on the Governing Board of all counties in a 31-county region.

WHEREFORE, N.C.G.S. § 122C-118.1(a) authorizes the DHHS Secretary to approve an area authority’s request for an alternative process to appoint Governing Board members in a manner or with a composition other than that required by Chapter 122C of the North Carolina General Statutes if the county commissioners for a multicounty area authority adopt a resolution to that effect.

WHEREFORE, on October 11, 2021, the Joint Steering Committee reviewed and recommended a proposed structure for the consolidated Governing Board that will ensure fair representation of all 31 constituent counties while also preserving continuity for the consolidated organization.



NOW, THEREFORE, BE IT RESOLVED, that the Vaya Health County Commissioner Advisory Board, representing the twenty-two (22) constituent counties that comprise the area authority, hereby approves the establishment of a new consolidated Governing Board effective January 1, 2022 pursuant to the following alternative appointment process and composition structure that aligns as closely as possible with the requirements of N.C.G.S. § 122C-118.1, while also reflecting a fair and reasonable approach for a Governing Board that represents 31 counties:

1. The Governing Board shall consist of at least eleven (11) and not more than twenty-one (21) voting directors. All voting directors must reside within the Region.
2. Vaya Health shall establish four regional County Commissioner Advisory Boards, which shall be referred to as “Regional Boards” and which shall collectively meet the requirement set forth at N.C.G.S. § 122C-118.2, as follows:
  - a. Region 1: Cherokee, Clay, Graham, Haywood, Jackson, Macon, and Swain counties;
  - b. Region 2: Buncombe, Henderson, Madison, Mitchell, Polk, Transylvania, and Yancey counties;
  - c. Region 3: Alexander, Alleghany, Ashe, Avery, Caldwell, McDowell, Rowan, Watauga, and Wilkes counties; and
  - d. Region 4: Alamance, Caswell, Chatham, Granville, Franklin, Person, Stokes, and Vance counties.
3. The Board of County Commissioners for each county within the designated region shall appoint up to two members to the Regional Board, one of whom must be an elected county commissioner and one of whom may be either a county commissioner, county manager, Department of Social Services director, public health director, or law enforcement representative. The Regional Boards shall meet at least quarterly and shall comply with the Open Meetings laws set forth at Article 33C of Chapter 143 of the North Carolina General Statutes.
4. Each of the four Regional Boards shall appoint two of their members to serve on the Governing Board for an initial term not to exceed three years. Vacancies shall be filled by the respective Regional Board within a timeframe established within the Governing Board Bylaws.
5. The Vaya Health Consumer and Family Advisory Committee shall appoint four directors to the Governing Board, who shall represent the interests of individuals with mental illness, individuals in recovery from addiction, individuals with intellectual or other developmental disabilities, and/or individuals with a traumatic brain injury. The initial terms of appointment for these directors shall not exceed three years. Ideally, these four CFAC members shall include at least one openly declared consumer in accordance with N.C.G.S. § 122C-118.1(b)(4) and shall represent all four populations and all four anticipated CFAC regions. However, the CFAC is self-governing and shall independently determine how to select their four Governing Board representatives. Vacancies shall be filled by the CFAC within a timeframe established within the Governing Board Bylaws.
6. The DHHS Secretary shall appoint one individual to the Governing Board, for a term not to exceed three years, in accordance with N.C.G.S. § 122C-118.1(b)(11). The current Vaya Health Governing Board shall provide an initial recommendation to the Secretary for this appointment. Upon any vacancy, the Governing Board shall provide a recommendation to the Secretary for this appointment.
7. The current Vaya Health Governing Board shall appoint up to eight directors, who have certain professional experience, expertise, qualifications, or attributes as referenced at N.C.G.S. § 122C-118.2(b), including, without limitation, healthcare and healthcare administration (particularly in the fields of mental health, substance use disorders, intellectual and developmental disabilities and/or traumatic brain injury), social services, social determinants of health and/or unmet health-related resource needs, local government, insurance, law, criminal justice and/or law enforcement, finance, auditing, governance, and other related fields. These directors shall be referred to as “At Large Directors” and shall be appointed for an initial term not to exceed three years. Initially, these At-Large Directors shall be appointed based on input from members of the Vaya Health Governing Board and Vaya CCAB as well as members of the



Cardinal Governing Board and Cardinal CCAB who represent counties transitioning to Vaya, with the goals of establishing continuity from the legacy Vaya Health and Cardinal Innovations Governing Boards and ensuring fair and diverse representation across the consolidated Region. Thereafter, if an At-Large vacancy occurs, the Governing Board shall identify and appoint a director to fill such vacancy.

8. The President of the Vaya Provider Advisory Council or the President's designee shall serve as an ex officio nonvoting member and shall participate only in Board activities that are open to the public pursuant to N.C.G.S. § 122C- 118.1(b)(12).
9. The Chair shall have the authority to appoint up to three non-voting directors with specialized expertise.
10. The Governing Board shall have the authority to establish and revise Bylaws not inconsistent with this resolution, and to adjust regional alignments and make other necessary changes in the future that do not materially alter the alternative Governing Board structure approved by the DHHS Secretary. The initial terms of appointment, and re-appointment terms, for directors shall be established in accordance with the Governing Board Bylaws.

Adopted this the 13<sup>th</sup> day of October 2021.

Signed:

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*Ronnie Beale*

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Ronnie Beale, Macon County Commissioner  
Chair, Vaya Health County Commissioner Advisory Board