

**BYLAWS AND NOMINATING COMMITTEE MINUTES**

**January 24, 2020**

**3:00 p.m.**

*The Bylaws and Nominating Committee of the Board of Directors of Vaya Health conducted its annual meeting on Friday, January 24, 2020 at the DoubleTree Biltmore Hotel at 115 Hendersonville Rd. Asheville, NC 28803.*

<b>Committee Members:</b>	<b>Attending:</b>	<b>Apologies:</b>
<b>Ira Dove</b>	X	
<b>Pat McGinnis</b>	X	
<b>Rick French, Chair</b>	X	

*Also attending the January 24, 2020 Bylaws and Nominating Committee meeting: Brian Ingraham, Chief Executive Officer; Tracy Hayes, General Counsel and Chief Compliance Officer; J.K. Coward, Board Attorney; Allison Inman, Senior Director Office of Communications; Melissa Brown, Executive Assistant; Christina Rose Carter, Executive Legal Assistant and Clerk to the Board.*

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

Mr. Rick French, Bylaws and Nominating Committee Chair, called the meeting to order at 3:04 p.m.

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

Mr. Rick French updated the committee reappointments, resignations, and new member nominations requiring the attention of the bylaws and nominating committee.

- Board Member reappointments include Mr. Ronnie Beale, Ms. Pat McGinnis, Mr. Rick French, Mr. Billy Kennedy, and Mr. Gary Blevins.
- Board Member resignations include Dr. Jack Cahn and Mr. Marche Pittman.
- New Board Member nominations include Mr. Josh Kennedy, Polk County Department of Social Services Director, and Mr. Mark Evans, Alleghany County Manager.
- Committee vacancies include an Executive Committee Member and Regulatory Compliance and Quality Committee Vice Chair.

For the operating purposes of the Bylaws and Nominating Committee Mr. Ira Dove motioned to reappoint Mr. Rick French and Ms. Pat McGinnis. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

Ms. Tracy Hayes explained the process for new member nominations and term reappointments to the Bylaws and Nominating Committee. New Member appointments have an initial term matching the cycle of the seat being filled. Each seat is assigned to a three-year cycle to ensure only one third of board members are due for reappointment annually.

The Bylaws and Nominating Committee consulted Mr. Rick French regarding his reappointment as Chairman to the Board, and Mr. Gary Blevins as Vice Chair. Mr. French agreed to continue as Chairman to the Board and advised Mr. Blevins has agreed to serve as Vice Chair.

Mr. Ira Dove motioned to nominate Ms. Connie Orr for the Executive Committee Member vacancy. Mr. Rick French seconded the motion.

Motion unanimously approved.

Mr. Ira Dove motioned to nominate Mr. Josh Kennedy for the Regulatory Compliance and Quality Committee Vice Chair vacancy. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Ms. Tracy Hayes reviewed the recommended revisions to the Board of Directors Bylaws with the Bylaws and Nominating Committee. All recommended changes were recorded and presented as tracked changes. Mr. Ira Dove requested several clarifying changes to the proposed revisions, which were discussed by the Committee.

Mr. Ira Dove motioned to recommend the Board of Directors Bylaws to the Full Board with his clarifying changes. Ms. Pat McGinnis seconded the motion.


Motion unanimously approved.

C. **Adjournment:**

Mr. Ira Dove made a motion to adjourn. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Bylaws and Nominating Committee adjourned at 3:26 p.m.

  
\_\_\_\_\_  
Christina Rose Carter,  
Executive Legal Assistant and Clerk to the Board