

BYLAWS AND NOMINATING COMMITTEE MINUTES

February 11, 2021

3:00 p.m.

The Bylaws and Nominating Committee of the Board of Directors of Vaya Health conducted its annual meeting on Thursday, February 11, 2021 via electronic communication only (real-time two-way audio and/or visual communication, i.e. telephone and webex) in accordance with Executive Orders issued by N.C. Governor Roy Cooper in response to the COVID-19 pandemic.

Committee Members:	Attending:	Apologies:
Ira Dove	X (by phone)	
Rick French, Chair	X (by phone)	
Pat McGinnis	X (by phone)	

Also attending the February 11, 2021 Bylaws and Nominating Committee meeting:

Brian Ingraham, President and Chief Executive Officer; Tracy Hayes, General Counsel and Chief Compliance Officer; J.K. Coward, Board Attorney; Mike Norris, Board Member; Billy Kennedy, Board Member; DK Wesley, Board Member; Christina Rose Carter, Executive Legal Assistant and Clerk to the Board; and no members of the public.

A. Welcome and Call to Order:

Mr. Rick French, Bylaws and Nominating Committee Chair, called the meeting to order at 3:03 p.m.

B. Approval of Agenda

Mr. Ira Dove motioned to approve the February 11, 2020 agenda, as presented. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

C. Bylaws of the Board of Directors 2021 Revisions

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 motioned to recommend a 30-day review by the Board of Directors of the 2021 Bylaws of the Board of Directors revisions, and vote on the proposed revisions during the March 2021 Board of Directors meeting. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

D. Board Vacancies and Nominations

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

- Board Member resignations include Dr. Jeff Heck.
- New Board Member nominations include Dr. Timothy Fitzsimons.
- Committee member vacancies include Regulatory Compliance and Quality Committee.

Mr. Brian Ingraham shared with the committee Dr. Heck's resignation is due to an impending conflict of interest resulting from a change in scope of MAHEC's service model. Additionally, Dr. Fitzsimons has been nominated as Dr. Heck's replacement for the Board of Directors, including membership on the Regulatory Compliance and Quality Committee. Mr. Ingraham provided a brief introduction of Dr. Fitzsimons to the committee. Dr. Fitzsimons is a senior partner with Korn Ferry, a global consulting firm that specializes in the organizational leadership and performance strategy practices. Dr. Fitzsimons has extensive experience in helping leaders successfully implement change in organizations undergoing major transformation.

The committee members and Mr. Coward engaged in a discussion regarding Vaya's current advertising process for open positions to confirm compliance with regulatory requirements. Mr. Coward advised the committee, the current process is within requirements.

Mr. Rick French advised the committee of recent conversations with a potential replacement for Mr. Steve Smith, Henderson County Health Director, who resigned due to his increased responsibilities related to the COVID-19 pandemic. The Henderson County Manager is recommending Major Frank Stout, an officer with the Henderson County Sheriff's Department, as a replacement for Mr. Smith.

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 reappoint Mr. Rick French as Chairman to the Board, and Mr. Gary Blevins as Vice Chair. Ms. Pat McGinnis seconded the motion.

Motion unanimously approved.

Ms. Pat McGinnis motioned to recommend appointment of Dr. Fitzsimons to the Vaya Health Board of Directors, as well as the Regulatory Compliance and Quality Committee member vacancy. Mr. Rick French seconded the motion.

Motion unanimously approved.

E. Adjournment:

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

Motion unanimously approved.

Bylaws and Nominating Committee adjourned at 3:25 p.m.



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