

MEETING MINUTES
July 28, 2021

The Board of Directors of Vaya Health conducted an emergency called meeting pursuant to N.C.G.S. § 143-318.12(b) on Wednesday, July 28, 2021 at the Vaya Health Administrative Offices, located at 200 Ridgefield Court, Asheville, NC 28806; with PUBLIC ACCESS via electronic communication only (real-time two-way audio and/or visual communication, i.e. telephone and webex).

<i>In Attendance:</i>	<i>Attending:</i>	<i>Apologies:</i>
Billy Kennedy	X (by phone)	
Gary Blevins	X (by phone)	
Ira Dove	X (by phone)	
Carson Ojamaa		X
Josh Kennedy	X (by phone)	
Dr. Tim Fitzsimons	X (by phone)	
Mike Norris	X (by phone)	
Nancy Baker	X	
Pat McGinnis	X	
Rick French (Chair)	X	
Ronnie Beale	X	
Frank Stout	X (by phone)	
Patrick Betancourt	X	
Connie Orr		X
Will Wakefield	X (Proxy: Josh Kennedy)	
Ashley Wooten	X (by phone)	
Kevin King	X (Proxy: Rick French)	
Page Lemel	X (by phone)	
Dakisha "DK" Wesley	X (by phone)	

Also attending the July 28, 2021 Board of Directors meeting:

Brian Ingraham, President & Chief Executive Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Craig Martin, Chief Medical Officer; Larry Hill, Executive VP & Chief Finance Officer; Robert Webb, Executive VP & Chief Information Officer; Rhonda Cox, Executive VP & Chief Population Health Officer; Dr. Craig Martin, Chief Medical Officer; J.K. Coward, Board Attorney; Christina Rose Carter, Executive Business Manager & Secretary to the Board; and no members of the public.

A. Call to Order and Roll Call:

Mr. Rick French, Chairman of the Board, called the meeting to order at 4:12 p.m.

B. 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 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).

Mr. Patrick Betancourt made a motion for the Board of Directors to enter closed session. Mr. Ronnie Beale seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 4:16 p.m.

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

Motion unanimously approved.

The Board of Directors resumed open session at 5:32 p.m.

C. Other Business

Mr. Mike Norris made a motion to approve the Transition, Consolidation, and Dissolution Agreement with Cardinal Innovations, as presented. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Mr. Ira Dove made a motion to approve the Sole Source Purchase Resolution (NARCAN), as presented. Mr. Patrick Betancourt seconded the motion.

Motion unanimously approved.

Mr. Ronnie Beale made a motion in support of the Executive Leadership Team to take whatever management, hiring and compensation actions necessary to effectuate a successful consolidation with Cardinal Innovations and support and reward Vaya Health’s current loyal staff. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

Ms. Nancy Baker recognized Ms. Christina Rose Carter, Executive Business Manager & Secretary to the Board, for her thoughtful care exerted to the needs of Vaya Health’s Board of Directors.

D. Consent Agenda

E. Adjournment

Ms. Nancy Baker made a motion to adjourn. Mr. Patrick Betancourt seconded the motion.

Motion unanimously approved.

Meeting adjourned at 5:38 p.m.



Christina Rose Carter
Executive Business Manager & Secretary to the Board