

**EXECUTIVE COMMITTEE MINUTES**

**September 07, 2022**

**1:00-2:00 p.m.**

*The Board of Directors of Vaya Health, pursuant to N.C.G.S. § 143-318.12(b), conducted a special called meeting of the Executive Committee on Wednesday, September 7, 2022 at the Vaya Health Administrative Offices, located at 200 Ridgefield Court, Suite 218, Asheville, NC 28806; with PUBLIC ACCESS via electronic communication only (real-time two-way audio and/or visual communication, i.e. telephone and webex).*

<b>Committee Members:</b>	<b>Attending:</b>	<b>Apologies:</b>
<b>Nancy Baker</b>	X	
<b>Dan Brummitt</b>	X	
<b>Ronnie Beale</b>	X	
<b>Tim Fitzsimons</b>	X	
<b>Rick French, Chair</b>	X	
<b>Mike Norris</b>	X	
<b>Billy Kennedy</b>	X	

**Also attending the Executive Committee meeting:**

*Brian Ingraham, President & Chief Executive Officer; Tracy Hayes, General Counsel & Chief Compliance Officer; Larry Hill, Executive Vice President & Chief Financial Officer; J.K. Coward, Board Attorney; Chris Hyland, Consultant; Celeste Coruzzi, Veritas Partners; Bill Dixon, Veritas Partners; Christina Rose Carter, Executive Business Manager & Secretary to the Board; and no members of the public.*

**A. Welcome and Call to Order**

Mr. Rick French, Executive Committee Chair, called the meeting to order at 1:01 p.m.

**B. Approval of Agenda and August 25, 2022 Meeting Minutes**

Mr. Billy Kennedy made a motion to approve the Agenda and August 25, 2022 Meeting Minutes, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

**C. 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; or 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).**

Ms. Nancy Baker made a motion for the Executive Committee to enter closed session. Mr. Ronnie Beale seconded the motion.

Motion unanimously approved.

Executive Committee entered closed session at 1:02 p.m.

Mr. Ronnie Beale made a motion for the Executive Committee to resume open session. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

Executive Committee resumed open session at 2:00 p.m.

Mr. Ronnie Beale made a motion for: (1) the Executive Committee to recommend to the Board of Directors a 4.5% compensation increase to the base pay of the President and CEO retroactive to July 1, 2022, (2) Mr. Ingraham return to the Executive Committee with a proposed structure for the 25% performance bonus, and (3) the Executive Committee review the proposed performance bonus structure once presented and make a recommendation to the Board of Directors for the 25% performance bonus and the CEO Contract Term. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

**D. Other Business**

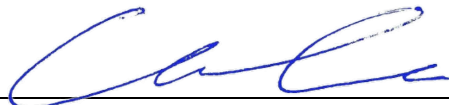
The Board Chair and Committee Members scheduled an Executive Committee Special Called Meeting and Board of Directors Special Called Meeting on September 21, 2022, via electronic communication only (real-time two-way audio and/or visual communication, i.e., telephone and WebEx).

**E. Adjournment**

Mr. Billy Kennedy made a motion to adjourn. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

Executive Committee adjourned at 2:05 p.m.



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Christina Rose Carter,  
Executive Business Manager & Secretary to the Board