

EXECUTIVE COMMITTEE MINUTES

September 21, 2022

2:00-4:00 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 21, 2022 via electronic communication only (real-time two-way audio and/or visual communication, i.e., telephone and Microsoft Teams).

Committee Members:	Attending:	Apologies:
Nancy Baker	X	
Dan Brummitt	X	
Ronnie Beale	X	
Tim Fitzsimons	X	
Rick French, Chair	X	
Mike Norris	X	
Billy Kennedy	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; Chris Hyland, Consultant; JK Coward, Board Attorney; 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 2:04 p.m. Ms. Christina Carter, Executive Business Manager & Secretary to the Board, facilitated roll call at the request of Mr. French.

B. Approval of Agenda and September 07, 2022 Special Called Meeting Minutes

Dr. Tim Fitzsimons made a motion to approve the Agenda and September 07, 2022 Special Called Meeting Minutes, as presented. Mr. Billy Kennedy 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).

Mr. Ronnie Beale made a motion for the Executive Committee to enter closed session. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Executive Committee entered closed session at 2:06 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 3:54 p.m.

D. Other Business

Mr. Ronnie Beale motioned to recommend that the Board authorize the Executive Committee to finalize FY22-23 performance goals for the CEO that will be regularly monitored by the Executive Committee; and further moved to amend the CEO's contract to reflect that the CEO shall be entitled to a maximum 25% performance bonus if the Executive Committee determines he has met the performance goals. Such determination shall be made on or before May 31, 2022, to ensure that any bonus, if approved, is awarded within the FY22-23 fiscal year. If the Executive Committee fails to make such determination on or before May 31, 2022, the full 25% bonus shall be deemed approved and automatically awarded. Additionally, Mr. Beale further moved to authorize the General Counsel to work with the Board Attorney to effectuate an amendment to the CEO's contract reflecting this motion. Mr. Billy Kennedy seconded the motion.

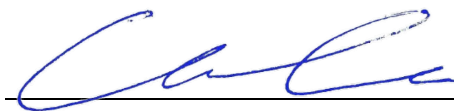
Motion unanimously approved.

E. Adjournment

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

Motion unanimously approved.

Executive Committee adjourned at 3:55 p.m.



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