

MEETING MINUTES
September 21, 2022

The Board of Directors of Vaya Health, pursuant to N.C.G.S. § 143-318.12(b), conducted a special called meeting on Wednesday, September 21, 2022 via electronic communication only (real-time two-way audio and/or visual communication, i.e. telephone and Microsoft Teams).

<i>In Attendance:</i>	<i>Attending:</i>	<i>Apologies:</i>
Nancy Baker	X	
Ronnie Beale, Vice Chair	X	
Patrick Betancourt	X	
Dan Brummitt	X	
Ira Dove	X	
Dr. Tim Fitzsimons	X	
Rick French, Chair	X	
Cedric Jones	X (Proxy to Dan Brummitt)	
Billy Kennedy	X	
Judy Klusman	X	
William “Bill” Lapsley	X	
Page Lemel	X	
Pat McGinnis	X	
Mike Norris	X	
Carson Ojamaa		X
John Paisley		X
Brandon Pittman	X	
Benita Purcell	X	
Dakisha “DK” Wesley		X
Mary Ann Widenhouse	X	
Ashley Wooten	X	

Also attending the Board of Directors 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; 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 4:05 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, August 25, 2022 Board of Directors Meeting Minutes, and September 07, 2022 Special Called Futures Committee and Executive Committee Joint Meeting Minutes

Dr. Tim Fitzsimons motioned to approve the Agenda, August 25, 2022 Board of Directors Meeting Minutes, and September 07, 2022 Special Called Futures Committee and Executive Committee Joint Meeting Minutes, as presented. Ms. Nancy Baker 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. Judy Klusman made a motion for the Board of Directors to enter closed session. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

The Board of Directors entered closed session at 4:08 p.m.

Mr. Ira Dove made a motion for the Board of Directors to resume open session. Ms. Judy Klusman seconded the motion.

Motion unanimously approved.

The Board of Directors resumed open session at 4:53 p.m.

D. Other Business

Mr. Ira Dove moved, based on the recommendation from the Executive Committee, to authorize a 4.5% increase in the CEO's base pay through the end of his contract term, which will bring Mr. Ingraham to the maximum of the range authorized by the NC Office of State Human Resources (\$375,100), effective retroactive to July 1, 2022; and 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. Mike Norris seconded the motion.

Motion unanimously approved.

Mr. Mike Norris moved 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, 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, and 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. Additionally, 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. And further move to authorize the General Counsel to work with the Board Attorney to effectuate an amendment to the CEO's contract reflecting this motion. Ms. Nancy Baker seconded the motion.

Motion unanimously approved.

E. Adjournment

Ms. Judy Klusman made a motion to adjourn. Mr. Ira Dove seconded the motion.

Motion unanimously approved.

Meeting adjourned at 4:55 p.m.



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