

**EXECUTIVE COMMITTEE MINUTES**

**January 26, 2023**

**1:30-3:00 p.m.**

*The Executive Committee of the Board of Directors of Vaya Health conducted a regular meeting on Thursday, January 26, 2023 at the Crest Center & Pavilion, located at 22 Celebration Place, Asheville, NC 28806; with in-person attendance only.*

<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>Mike Norris</b>	X	
<b>Billy Kennedy</b>	X	

**Also attending the Executive Committee meeting:**

*Brian Ingraham, President & Chief Executive Officer; J.K. Coward, Board Attorney; Christina Rose Carter, Executive Director & Secretary to the Board; and no members of the public.*

**A. Welcome and Call to Order**

Mr. Ronnie Beale, Executive Committee Acting Chair, called the meeting to order at 1:42 p.m.

**B. Approval of Agenda & December 1, December 13, December 14 and December 21, 2022 Meeting Minutes**

Mr. Billy Kennedy made a motion to approve the agenda and previous meeting minutes, as presented. Mr. Mike Norris seconded the motion  
Motion unanimously approved.

**C. Report of the Chair**

Mr. Ronnie Beale, Executive Committee Acting Chair, provided the committee with an opportunity to honor and remember former Chairman Rick French, who passed on December 24, 2022. Several members of the Board and Executive Leadership Team attended his memorial and funeral services at Beulah Baptist Church in Bennett, NC. The committee recognized Rick’s long years of faithful and committed service to Vaya Health, Smoky Mountain Center, and Foothills LMEs, his abiding love and support for the members we serve, his humor and good cheer, and his consistently wise counsel. Committee members then shared some of their favorite memories of Mr. French with the group.

**D. Report of the Chief Executive Officer**

The Report of the Chief Executive Officer occurred during closed session 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.

**E. Closed Session.**

Dr. Tim Fitzsimons made a motion for the Executive Committee to enter 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; to consult with attorneys pursuant to N.C. Gen. Stat. §143-318.11(a)(3); and 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 seconded the motion.

Motion unanimously approved.

The Executive Committee entered closed session at 1:50 p.m.

Mr. Dan Brummitt made a motion for the Executive Committee to resume open session. Dr. Tim Fitzsimons seconded the motion.

Motion unanimously approved.

The Executive Committee resumed open session at 2:54 p.m.

**F. Other Business**

The committee members reviewed the proposed changes to the Bylaws of the Vaya Health Board of Directors.

Mr. Dan Brummitt made a motion to recommend the proposed changes to the Bylaws, as presented. Mr. Mike Norris seconded the motion.

Motion unanimously approved.

**Mr. JK Coward joined the meeting.**

Mr. Dan Brummitt made a motion for the Executive Committee to re-enter 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; to consult with attorneys pursuant to N.C. Gen. Stat. §143-318.11(a)(3); 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). Dr. Tim Fitzsimons seconded the motion.

Motion unanimously approved.

The Executive Committee re-entered closed session at 3:06 p.m.

Dr. Tim Fitzsimons made a motion for the Executive Committee to resume open session. Mr. Dan Brummitt seconded the motion.

Motion unanimously approved.

The Executive Committee resumed open session at 3:35 p.m.

**G. Adjournment**

Mr. Dan Brummitt a motion to adjourn. Mr. Billy Kennedy seconded the motion.

Motion unanimously approved.

Executive Committee adjourned at 3:35 p.m.



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Christina Rose Carter,  
Executive Director & Secretary to the Board