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# Board of Directors Meeting Minutes

## February 17-18, 2017

**Directors Present:** Lucy Drake, Chairman, Amanda Blanks, Bill Burgin, George Dunlap, Nancy Fey-Yensan, Ethel Fuller, Carolyn Hoskins, Fred McClure, John Moon, Marcelle Smith, Bryan Thompson, Danny Wright, and Steve Yuhasz

**Directors Absent:** None

**Staff Present:** Richard Topping, Pete Murphy, Amy Kendall, Will Woodell, Chuck Hollowell, Ranota Hall, James Otterberg, Rob Bryan, Callan Skinner, and Karen Omohundro

**Guests:** Janet Breeding, LME-MCO Liaison, Benita Purcell, and Bob J. Crayton

### 1. Welcome and Call to Order

Lucy Drake, Chairman, called the meeting to order at 6:30 p.m.

#### i. Opening Remarks - Guests

- a. Benita Purcell addressed the Board of Directors on the importance of Cardinal maintaining close relationships with its provider network. Ms. Purcell also addressed rates for direct care staff.
- b. Bob J. Crayton briefly addressed the Company's role in serving individuals with traumatic brain injuries.

- ii. Chuck Hollowell, General Counsel, provided an update on the proposed Board of Directors Meeting Schedule for FY 2018.

### 2. Consent Agenda

Lucy Drake, Chairman, reviewed the Consent Agenda items with the Board of Directors.

A motion was made and seconded to approve the Consent Agenda items as presented, consisting of: (i) the open and closed meeting minutes from the November 18-19, 2016 Board of Directors meeting, (ii) the open meeting minutes from the February 7, 2017 Special Called Board of Directors meeting, (iii) the revised FY 2017 Corporate Compliance Plan, (iv) the FY 2017 Consumer and Family Advisory Committee Annual Report, (v) the FY 2017 Client Rights Annual Report, and (vi) the December 2016 Board of Directors Management Report.

All in favor. Motion approved.

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### 3. CEO Report

A motion was made and seconded to go into closed session pursuant to § 143-318.11 and § 122C-126.1 of the General Statutes to discuss competitive health care information.

All in favor. Motion approved.

The meeting returned to open session.

A motion was made and seconded to recess and continue the meeting on Saturday, February 18, 2017.

All in favor. Motion approved.

Lucy Drake, Chairman, called the meeting to order on Saturday, February 18, 2017.

- i. Lucy Drake, Chairman, added an additional agenda item to the Compensation and Evaluation Committee Report to discuss a personnel matter.
- ii. Richard Topping, Chief Executive Officer, introduced Rob Bryan, Senior Vice President, Corporate Strategies and Real Estate, to the Board of Directors.

### 4. General Counsel Report

A motion was made and seconded to go into closed session pursuant to § 143-318.11(a)(3) of the General Statutes to discuss an attorney-client privileged matter.

All in favor. Motion approved.

The meeting returned to open session.

### 5. CAO Report

A motion was made and seconded to go into closed session pursuant to § 143-318.11 and § 122C-126.1 of the General Statutes to discuss competitive health care information.

All in favor. Motion approved.

The meeting returned to open session.

### 6. Finance Committee Report

- i. Steve Yuhasz, Chair, reviewed the draft December 2016 Financial Results.
- ii. Mr. Yuhasz provided an update on the selection and engagement of the Company's Independent Auditor for FY 2017.

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**A motion was made and seconded to approve CliftonLarsonAllen, LLP as the Company's Independent Auditor for FY 2017.**

**All in favor. Motion approved.**

- iii. Chuck Hollowell, General Counsel, reviewed the revisions to the Finance Committee Charter.

**A motion was made and seconded to approve the revised Finance Committee Charter as presented.**

**All in favor. Motion approved.**

## **7. Governance Committee Report**

- i. John Moon, Chair, reviewed the details for the FY 2017 Board of Directors Retreat.
- ii. Mr. Moon provided updates on the following: (i) the Board of Directors Self-Evaluation for FY 2017, (ii) the format of Board meetings for FY 2018, (iii) professional development opportunities, and (iv) director re-elections.

**A motion was made and seconded to re-elect George Dunlap to the Cardinal Innovations Healthcare Board of Directors for a second, three-year term, effective July 1, 2017.**

**All in favor. Motion approved.**

## **8. Compensation and Evaluation Committee Report**

- i. Bill Burgin, Chair, reviewed the revisions to the Compensation and Evaluation Committee Charter.

**A motion was made and seconded to approve the revised Compensation and Evaluation Committee Charter as presented.**

**All in favor. Motion approved.**

- ii. Mr. Burgin provided an update on CEO Succession Planning and reviewed the process for assessing potential CEO Successor Candidates.

**A motion was made and seconded to go into closed session pursuant to § 143-318.11 and § 122C-158 of the General Statutes to consider a personnel matter.**

**All in favor. Motion approved.**

**The meeting returned to open session.**

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A motion was made and seconded for the Governance Committee to consider future Board membership and composition.

All in favor. Motion approved.

A motion was made and seconded to adjourn the meeting.

All in favor. Motion approved.

Meeting adjourned.



Callan Skinner, Clerk



Date