
Board of Directors Meeting Minutes

November 17-18, 2017

Directors Present: Lucy Drake, Chairman, Amanda Blanks, Bill Burgin, George Dunlap, 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, Trey Suttan, Rob Bryan, Steve Martin, Ashley Conger and Callan Skinner

Guests: Jerome Brown, Caring Hands, Troy Veale, One Love Community Programs, Stephanie Tyson, Resourceful Solutions, Debbie Durban, Partner, Nelson Mullins, Janet Breeding, DMH/DD/SAS LME-MCO Liaison, Tom Bullock, WFAE, Alex Olgin, WFAE and Benita Purcell.

1. Call to Order

Lucy Drake, Chairman, called the meeting to order at 6:36 p.m.

- i. Mr. Yuhasz raised a point of order to discuss board dynamics and the directorship of Bryan Thompson.

Pursuant to Article II, Section 1.6 of the organization's bylaws, a motion was made and seconded to remove Bryan Thompson from the Board of Directors of Cardinal Innovations Healthcare, effective immediately.

All in favor, with the exception of Mr. Dunlap, Mr. Wright and Mr. Smith who voted against the motion and Mr. Thompson who abstained. Motion approved.

Mr. Thompson left the meeting.

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 and § 143-318.11(a)(3) of the General Statutes to discuss an attorney-client privileged matter.

All in favor. Motion approved.

2. CEO Report

The meeting returned to open session.

3. Guest Remarks

Benita Purcell and other guests addressed the Board of Directors.

4. Consent Agenda

Chairman Drake reviewed the Consent Agenda items with the Board of Directors, with the exception of the closed minutes.

A motion was made and seconded to approve the following Consent Agenda items as presented: (i) the open minutes from the June 23-24, 2017 Board of Directors Meeting, (ii) the open minutes from the July 14, 2017 Special Called Board of Directors Meeting, (iii) the open minutes from the September 15-16, 2017 Board of Directors Meeting, (iv) the open minutes from the October 17, 2017 Special Called Board of Directors Meeting, and (v) the September 2017 Executive Report.

All in favor. Motion approved.

A motion was made and seconded to terminate Richard Topping's employment as the Chief Executive Officer of Cardinal Innovations Healthcare, effective December 1, 2017.

All in favor. Motion approved.

A motion was made and seconded to appoint Trey Suttan as the Interim Chief Executive Officer of Cardinal Innovations Healthcare, effective December 2, 2017.

All in favor. Motion approved.

A motion was made and seconded to award Mr. Topping 24-months' severance based upon the Board's determination that a Change of Control occurred as provided for in his employment agreement with the organization.

All in favor, with the exception of Mr. Dunlap and Mr. Smith who abstained. Motion approved.

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.

5. Review of Closed Meeting Minutes

The meeting returned to open session.

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

All in favor. Motion approved.

Chairman Drake called the meeting to order on Saturday, November 18, 2017 at 9:02 a.m.

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- i. Ms. Hoskins and Mr. McClure recognized Mr. Topping for receiving the Joy Wheeler Award at this year's MHPA Annual Conference.
 - ii. Mr. Smith asked for a point of privilege and was excused from the meeting due to a personal matter.

6. Finance Committee Report

- i. Trey Suttan, Interim Chief Financial Officer, reviewed the FY 2017 Annual Audited Financial Statements.

A motion was made and seconded, upon the recommendation of the Finance Committee, to approve the FY 2017 Annual Audited Financial Statements as presented.

All in favor. Motion approved.

- ii. Mr. Suttan reviewed the latest financial information.
- iii. Mr. Suttan reviewed the proposed Budget Amendment #2 for FY 2018.

A motion was made and seconded to approve the proposed Budget Amendment #2 for FY 2018 as presented.

All in favor. Motion approved.

George Dunlap and Ethel Fuller entered the meeting at the conclusion of the Finance Committee 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 and § 143-318.11(a)(3) of the General Statutes to discuss attorney-client privileged matters.

All in favor. Motion approved.

7. General Counsel Report

The meeting returned to open session.

A motion was made and seconded to authorize Cardinal Innovations' management team to take the necessary steps to dissolve Cardinal Ally.

All in favor. Motion approved.

8. Communications and Marketing Update

Ashley Conger, Vice President, Communications and Marketing, provided an update.

A motion was made and seconded by the Board to hold six meetings per year.

All in favor. Motion approved.

A motion was made and seconded to adjourn the meeting.

All in favor. Motion approved.

Meeting adjourned 11:06 a.m.

Callan Skinner

Callan Skinner, Clerk

1/29/18

Date