

Board of Directors Meeting Minutes

June 1, 2021

- Directors Present:** Bryan Thompson, Chair, Carmen Hooker Odom, Chair-Elect, Jean Andersen, Dan Brummitt, Keith Duncan, Bob Byrd, Dr. Christopher Colenda, Scott Craver, Layton Long, Laura Happe, Denise Hill, Beverly Morrow, Gordon Powell, Michael Wise, Judy Klusman, Terry Cox, Devon Cornett, Marcelle Smith, Tri Tang, and Dr. James Rachal
- Directors Absent:** Chris Day, Mark Richardson, and Anthony Trotman
- Staff Present:** Trey Suttan, Chuck Hollowell, Rudy Dimmling, Mary Hamilton, Dietrick Williams, Ashley Conger, Amy Kazmierczak, Dr. John Johnson, Molly Dean, and Julie Zawislak
- Guests:** None
- Location:** Due to the Governor's Executive Orders limiting in-person meetings as a result of COVID-19, this Board of Directors meeting was held via Webex. The Webex link was made available to the public via Cardinal's website in advance of the meeting.

1. Welcome and Call to Order

- i. Bryan Thompson, Chair, called the meeting to order at 8:01 a.m.
- ii. Chuck Hollowell, General Counsel, conducted roll call and reviewed the guidelines for the meeting given that it is being held remotely due to the Governor's Executive Orders limiting in-person meetings as a result of COVID-19.

For the next agenda items, Mr. Thompson noted that the Board will need to discuss, among other things, competitive healthcare information and attorney-client privileged matters in closed session.

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 pursuant to § 143-318.11(a)(3) of General Statutes to discuss attorney-client privileged matters.

All in favor. Motion approved.

2. County Update

3. Real Estate Transaction Review

4. HR Policy Revision

The meeting returned to open session.

A motion was made to authorize management to move forward with consolidation negotiations with Vaya Health and to bring a formal consolidation agreement to the Board for final approval.

All in favor. Motion approved.

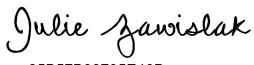
A motion was made, upon recommendation of the Finance & Risk Committee, to proceed with the sale of the Milestone property as outlined in the May 18, 2021 Letter of Intent.

All in favor. Motion approved.

A motion was made and seconded to adjourn the meeting.

All in favor. Motion approved.

Meeting adjourned at 9:15 a.m.

DocuSigned by:

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Julie Zawislak, Secretary

06-21-2021

Date