

Board of Directors Meeting Minutes

July 28, 2021

- Directors Present:** Carmen Hooker Odom, Chair, Judy Klusman, Chair-Elect, Jean Andersen, Dan Brummitt, Bob Byrd, Dr. Christopher Colenda, Scott Craver, Denise Hill, Beverly Morrow, Gordon Powell, Terry Cox, Devon Cornett, Marcelle Smith, Mark Richardson, and Dr. James Rachal
- Directors Absent:** Chris Day, Keith Duncan, Laura Happe, Layton Long, Michael Wise, and Tri Tang
- Staff Present:** Trey Suttan, Chuck Hollowell, Rudy Dimmling, Mary Hamilton, Ashley Conger, Amy Kazmierczak, Casey Hossa, Dr. John Johnson, Steve Martin, Molly Dean, and Julie Zawislak
- Guests:** Jamezetta Bedford
- 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. Carmen Hooker Odom, Chair, called the meeting to order at 4:03 p.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.

2. Consent Agenda

- i. Ms. Odom presented the Consent Agenda for approval.

A motion was made and seconded to approve the Consent Agenda as presented, consisting of: (i) June 18, 2021 Board of Directors Open Meeting Minutes, and (ii) June 18, 2021 Board of Directors Closed Meeting Minutes.

All in favor. Motion approved.

For the next agenda items, Ms. Odom noted that the Board will need to discuss, among other things, competitive healthcare information, personnel matters, and real estate transactions.

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, pursuant to § 143-

318.11 and § 122C-158 of the General Statutes to discuss personnel matters, and pursuant to § 143-318.11(a)(5) to discuss a real estate transaction.

All in favor. Motion approved.

3. Vaya-Cardinal Consolidation Agreement

4. Real Estate Update

5. Retention Update

The meeting returned to open session.

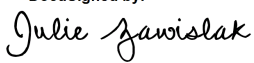
A motion was made to approve the Transition, Consolidation and Dissolution Agreement, dated July 28, 2021, as presented.

All in favor. Motion approved.

A motion was made and seconded to adjourn the meeting.

All in favor. Motion approved.

Meeting adjourned at 5:18 p.m.

DocuSigned by:

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Julie Zawislak, Secretary

08-20-2021

Date