

Board of Directors Meeting Minutes

September 14, 2020

Directors Present: Bryan Thompson, Chair, Carmen Hooker Odom, Chair-Elect, Jean Andersen, Dan Brummitt, Bob Byrd, Dr. Christopher Colenda, Devon Cornett, Terry Cox, Scott Craver, Chris Day, Keith Duncan, Laura Happe, Denise Hill, Judy Klusman, Thomas Lane, Layton Long, Tchernavia Montgomery, Beverly Morrow, Gordon Powell, Marcelle Smith, Tri Tang, and Michael Wise

Directors Absent: George Dunlap

Staff Present: Trey Suttan, Chuck Hollowell, Rudy Dimmling, Mary Hamilton, Dietrick Williams, Amy Kazmierczak, Dr. Wendy Welch, Casey Hossa, Molly Dean, Steve Martin, Patrick Gavin, and Callan Skinner

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 conference call. The conference line number 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 5:03 p.m.
- ii. Chuck Hollowell, General Counsel and Secretary, 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. Approval of Meeting Minutes

- i. Mr. Thompson presented the minutes for the August 7, 2020 Board of Directors Meeting for approval.

A motion was made and seconded to approve the minutes for the August 7, 2020 Board of Directors Meeting as presented.

All in favor. Motion approved.

For the remaining agenda items, Mr. Thompson noted that the Board will need to discuss, among other things, attorney-client privileged matters in closed session. Mr. Thompson addressed his understanding that at least some of what will be discussed in the closed session deals with issues regarding the time period in which he previously served on Cardinal's Board and, that, as a result,

he will recuse himself from the remainder of the meeting at the appropriate time. For the same reasons, Marcelle Smith indicated that he will recuse himself from the remainder of the meeting at the appropriate time.

A motion was made and seconded to go into closed session pursuant to the following: (i) § 143-318.11(a)(5) of the General Statutes for the Board to instruct management concerning the position to be taken regarding a proposed sublease arrangement, (ii) § 143-318.11 and § 122C-126.1 of the General Statutes to discuss competitive health care information and (iii) § 143-318.11(a)(3) of the General Statutes to discuss attorney-client privileged matters.

All in favor. Motion approved.

The meeting returned to open session.

A motion was made and seconded to adjourn the meeting.

All in favor. Motion approved.

Meeting adjourned at 6:04 p.m.

DocuSigned by:
Callan Skinner

Callan Skinner, Clerk

10-19-2020

Date

