

RESPONSE TO #1

MINUTES OF THE JOINT BOARD OF TRUSTEES

**Valley Regional Healthcare/Valley Regional Hospital
Joint meeting of the Board of Trustees
September 22, 2021**

Present:

Trustees: Patricia Putnam Jim Borchert
Katie Lajoie Samuel Shields
Dr. Jocelyn Caple Lisa Richmond
John Tomlinson Dr. Gailyn Thomas
Tom Sullivan Terri Decker
Alex Scott Dr. Juliann Barrett
Bryan Huot
Scott Bouranis

Staff: Chris LaFave
Tim McNulty
Belinda Needham-Shropshire
Beverley Rankin
Patty Witthaus
Jean Shaw

Absent: Cynthia Burr
Eric Crainich

Guest: Kelly Murphy and Jonathan Stewart
Joseph Perras, Mt. Ascutney Hospital

I. Welcome and Introductions:

Chair Patricia Putnam called the meeting to order at 5:01 p.m.

**II. Community Needs Assessment – Kelly Murphy and Jonathan Stewart
(Presentation Attached)**

- Ms. Murphy outlined the process for the Community Needs Assessment and the plans that are approved by the Board.

Motion made and seconded (J. Borchert/S. Bouranis) to accept to accept the Community Needs Assessment plan. All in favor. None opposed. Motion passed.

VOTE: to accept the Community Needs Assessment plan.

III. Presentation – Dr. Joseph Perras, Mt. Ascutney Hospital - Microsystems

- Dr. Perras reviewed the timeline thus far.
- Unanticipated Events/Curveballs
 - Springfield Hospital entered bankruptcy 06/26/2019.
 - Interim leadership reaches out to DH and request urgent consideration to enter DH system. DH responses was to come to the table and look at care across the three hospitals, MAHHC, VRH and Springfield.
 - NDAs signed in August and a steering committee was established.
 - Three options were investigated:
 1. Consolidate leaderships as previously described but leave administrative structure and clinical service lines intact
 2. Pare down Springfield
 3. Springfield Hospital Closes
- Observations:
 - Where clinical services lines existed really did not affect financial picture.
 - Springfield needed to keep CAH designation to preserve reimbursement benefits.
 - According to BKD, MAHHC had ideal service line mix; Valley was close and Springfield offered most opportunity for improvement.
- Submitted proposal to Springfield BOT – it was not well received.
- Early 2021 renewed focus on MAHHC/VRH
- Working with boards to make progress
- Waiting to see if DH will move forward
- Further BKD analysis
- Hopeful for a Letter of Intent between VRH and DH soon while addressing any issues.

IV. Consent Agenda

- Motion made and seconded (Sam Shields/Gailyn Thomas) to approve Consent Agenda. All in favor. None opposed. Motion carried.

VOTED: to approve the Consent Agenda.

V. Reports and Action Items

- **Credentialing/Medical Staff:** Dr. Barrett presented the following report to the Board.

New Appointments

Elizabeth Mann, MD, Tele-Geriatric
Colleen Lee, APRN, Tele-Geriatric
Jaclyn Vesey, APRN, Tele-Geriatric

Reappointment

Rihan Kahn, MD, Tele-Radiology
Joseph Potthast, MD, Tele-Radiology
Ellie Salem, MD, Hospitalist
Carrie Heiney, CRNA, Anesthesiology
Matthew Sullivan, MD, Oncology
Roy Barnes, MD, Family Medicine
Lori Kast, APRN, Hospitalist (flex)
Donald Mahler, MD, Pulmonology
Jose Peraza, MD, Dermatology
Corrine Sullivan, MD, Pediatrics
Elnar Sverrison, MD, Urology
Jason Pettus, MD, Pathology
Tanya Carrington, APRN, Hospitalist
Harlan Herr, MD, Tele-Radiology

Resigned

Shirley Tan, MD, Pediatrics
Farank Sadri-Tafazoli, MD, Tele-Radiology
Nicole Morris, APRN, Urgent Care

Motion made and seconded (T. Sullivan/B. Huot) to approve the Credentialing Report; none opposed; motion carried.

VOTED: to approve the Credential's Committee report as presented.

VI. Finance Update – Lisa Richmond/Jean Shaw

Jean Shaw presented the final budget for a vote.

- Noted change from the draft budget was the Valley Regional Hospital minimum wage increase to \$16.00 per hour.
- Ms. Shaw, previewed the risks to the budget and growing
 - Inpatient census
 - Ortho
 - Practice Volume Increase
 - Covid-19 and Variant
- Beverley Rankin, Belinda Needham-Shropshire and Chris LaFave outlined how VRH is working to increase the census and practice volumes and recruit for a new Ortho provider.

Motion made and seconded (T. Decker/T. Sullivan) to approve the final VRH budget; none opposed; all in favor motion carried.

VOTED: to approve the final budget report.

VII. Chairman's Report – Patricia Putnam

No report this evening.

VIII. Senior Leadership Team Reports

- **Human Resources/Marketing – Tim McNulty**
 - Mr. McNulty thanked the board for the approval of the market adjustments.
 - Senior leadership has received great feedback regarding the bonuses and the 403b match.
 - The COVID vaccination rate is moving along well. Valley received four resignations, and processed five medical exemptions.
- **IT – Patty Witthaus**
 - New phone system has been implemented.
 - Patty will report on cyber security at the next meeting.

IX. CEO Report

No report this evening.

X. Motion to Adjourn Meeting and Move to Executive Session

Motion made and seconded (J. Barrett/J. Borchert) to approve adjourning the VRH Board of Trustee meeting and moving to enter Executive Session. None Opposed. Motion carried.

VOTED: to move to Executive Session.

Respectfully submitted:

Tammy Wilson
Executive Assistant

**Valley Regional Healthcare/Valley Regional Hospital
Joint meeting of the Board of Trustees
Special Board Meeting
November 23, 2021**

Present:

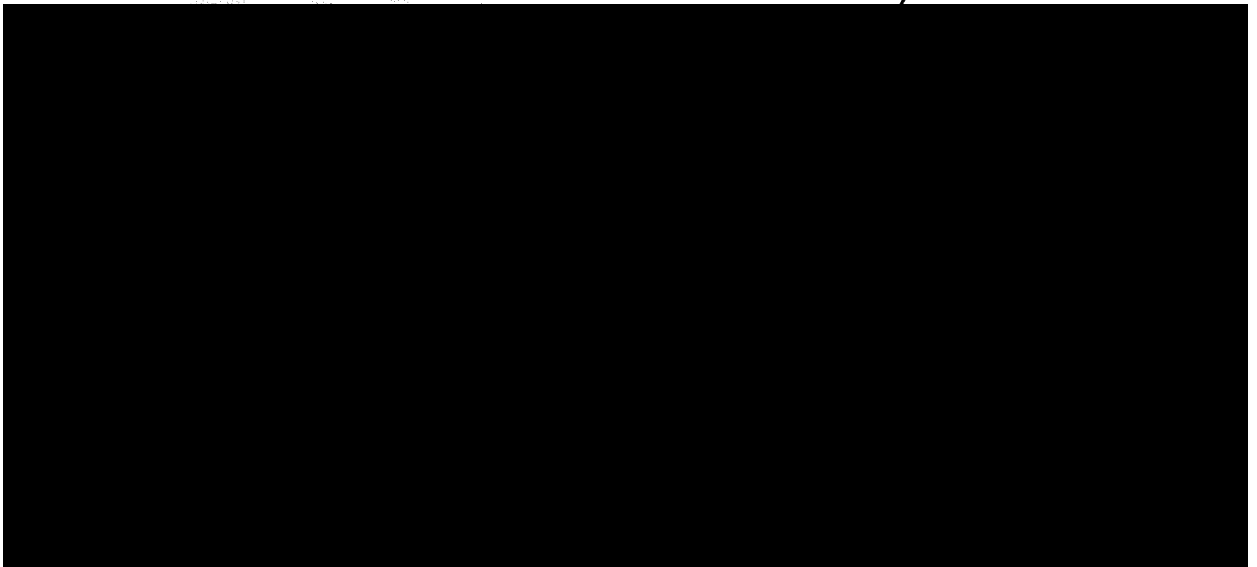
Trustees:	Patricia Putnam	Samuel Shields
	Katie Lajoie	Lisa Richmond
	Dr. Jocelyn Caple	Terri Decker
	John Tomlinson	Dr. Juliann Barrett
	Tom Sullivan	Eric Crainich
	Alex Scott	James Borchert
	Bryan Huot	Gailyn Thomas
	Scott Bouranis	


Guest: Attorney Laurie Cohen, Nixon Peabody

I. Welcome and Introductions:

Dr. Caple thanked everyone for attending. Laurie Cohen, Attorney from Nixon Peabody, who is representing VRH is here to review the VRH-DHH NDA and the LOI for the affiliation. The goal of this meeting is review and to answer any questions. A vote will be held at the next regularly scheduled meeting, Wednesday, December 1, on the LOI.

Letter of Intent and NDA





Dr. Caple stated if anyone has any further questions, to please reach out to her and she will pass those questions along to Attorney Cohen. A vote will be held at the next regularly scheduled meeting, Wednesday, December 1.

Meeting adjourned at 6:10 pm.

Respectfully submitted:

Tammy Wilson
Executive Assistant

**Valley Regional Healthcare/Valley Regional Hospital
Joint meeting of the Board of Trustees
May 25, 2022**

Trustees: Patricia Putnam Samuel Shields
Lisa Richmond Terri Decker
Dr. Jocelyn Caple Dr. Juliann Barrett
Tom Sullivan Eric Crainich
Alex Scott James Borchert
Bryan Huot Gailyn Thomas
Scott Bouranis Katie Lajoie
Cynthia Burr

Absent: Scott Bouranis
Cynthia Burr

Guest: Attorney Laurie Cohen
Laura Hagley

I. Welcome and Introductions:

Chair Patricia Putnam called the meeting to order at 5:05 p.m.

II. Consent Agenda

- Motion made and seconded (T. Decker/T. Sullivan) to approve the Consent Agenda with the correction of a typo in the Executive Governance Committee meeting minutes. All in favor. None opposed. Motion carried.

VOTED: to approve the Consent Agenda.

III. Reports and Action Items

- **Credentialing/Medical Staff:** Dr. Caple presented on behalf of Dr. Barrett the following information in the Credentialing report to the Board.

New Appointments

Ashwin Kumar, PA, Dermatology, APP
Joshua Morrisson, DO, Emergency Medicine, Courtesy

Richard Cappello, DO, Family Medicine, Active
Jonathan Waltman, MD, Cardiology, Courtesy

Motion made and seconded (B. Huot/G. Thomas) to approve the Credentialing Report; none opposed; motion carried.

VOTED: to approve the Credential's Committee report as presented.

IV. Finance Update – Jean Shaw

- Dan Hassan of Summercrest joined the Finance Committee to discuss Summercrest financials. There will be no distributions has of yet; however this year does seem brighter. The census at Summercrest is increasing.
- Tim McNulty joined the Finance Committee as well to discuss merit and market increases for the budget for the year.
- Ms. Shaw reviewed the April, 2022 financials.
- Jim Borchert asked a question regarding a fees item in the financials; Ms. Shaw explained that this was attributed to contracted labor. The contract labor cost was very high for the month of April. The senior team has been working on lowering those costs.

V. Quality Update – Laura Hagley and Terri Decker

Ms. Hagley presented the Quality reports.

- NEDS MOU Notification
 - Board Notification of New England Donor Services (NEDS) contract
 - VRH is continuing the partnership with New England Donor Services.
 - State law requests we have a contract and that the Board is notified.
 - Contract term is indefinite. Records are kept for 4 years.
- AHRQ Culture of Safety Survey Overview
 - The survey was administered at VRH between September 2021 and October 2021. 206 employees participated.
 - VRH Strengths
 - Leader support
 - Communication regarding errors
 - Opportunities Identified
 - Handoffs and Information Exchange
 - Organizational Management Support of Patient Safety
 - Dr. Caple thanked Laura for her hard work. The senior team will be investigating how to improve those areas of identified opportunity. Sam Shields noted that DH also sees similar results on their testing and he stated he and Laura could discuss this and DH's response and how they address issues.

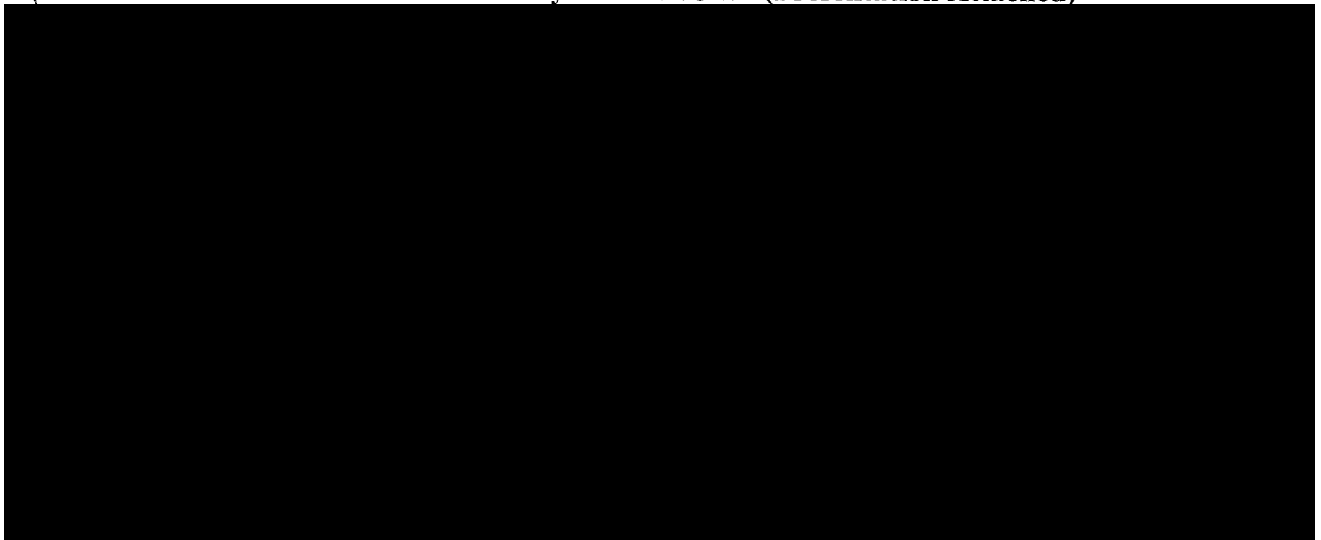
VI. Senior Leadership Team Reports

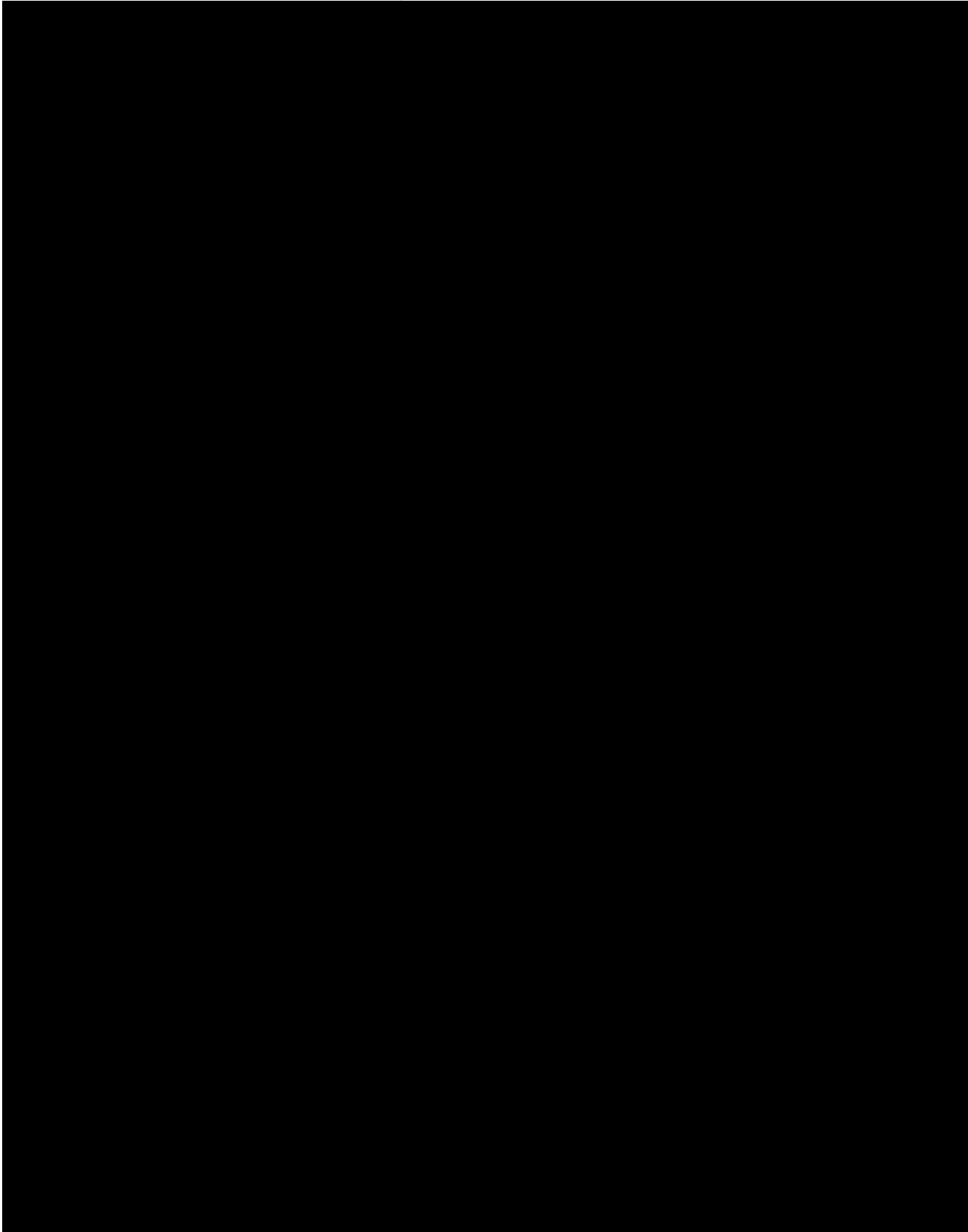
- **Sr. Director of HR/Marketing – Tim McNulty**
 - HR has been reviewing the NE salary survey. Tim met with the Finance Committee at their last meeting to discuss market and merit increases for FY2023.
 - VRH would like to increase its minimum wage to \$17.00 per hour in 2023.
 - Market adjustments would be effective October 9, 2022 and merit increases would be effective January, 2023.
 - VRH is looking at a potential 9% increase in benefit costs next year, so the hospital may need to make some adjustments for contributions to benefits.
 - Employee appreciation week is approaching in June, and leadership will be awarding the years of service awards. Tuesday, VRH will have the Epic Truck. There will also be ice cream and other events occurring throughout the week. Ms. Putnam remarked that if there is anything the Board can do during employee appreciation week, please let her know. Tim stated the Board is welcome to all events.

- **Senior Director of the Practices – Chris LaFave**
 - Chris reported to the Board that VRH has a new ortho trained surgeon starting on June 6.
 - Dr. Mark's case load continues to increase.
 - Mr. LaFave continues to recruit for general surgeons.

- **CFO – Jean Shaw**
 - Ms. Shaw stated Finance is well into budget season.
 - Currently, they are conducting capital budget interviews with managers.
 - Recently, VRH hired a Sr. Director of Facilities and Support Services. He is scheduled to start June 27.

VII. Board of Trustee Education – Attorney Laurie Cohen (Presentation Attached)







A copy of the presentation will be sent to the Board.

VIII. CEO Report

- The Executive Committee met with Joe Perras, Steve LeBlanc and legal counsel to discuss the affiliation.
- Ms. Cohen provided an overview of the timeline:
 - A draft copy of the membership transaction agreement will be received in the coming weeks, which will go before the Board.
 - Simultaneously, DH will provide a due diligence list.
 - The DH September 23rd Board meeting is a target date to take the agreement to their Board for approval. VRH would need to schedule a public hearing or an information session for the latter part of August prior to that Board meeting. Notice to the State would need to happen by the end of June. If the packet is submitted shortly after September and sent off to the Director of Charitable Trusts, they have 180 days to review and issue their report. This puts the timeline into the 2nd quarter of 2023. The Anti-trust Unit will also review the transaction. They are not subject to the 180 day limit.
 - Dr. Caple has submitted her resignation as CEO/CMO of Valley, with her end date scheduled in January, 2023. Dr. Caple stated that Dr. Perras is reviewing candidates for the CMO position. How the CEO position will be handled will depend on the affiliation process and timeline.
 - Dr. Caple will notify employees of her resignation tomorrow.

IX. Motion to Adjourn Meeting

Official VRH Board of Trustee meeting ended at 6:43 pm. Board members remained to speak with and raise questions to Attorney Cohen.

Respectfully submitted:

Tammy Wilson
Executive Assistant

Valley Regional Healthcare/Valley Regional Hospital
Joint meeting of the Board of Trustees
June 22, 2022

Trustees: Patricia Putnam Samuel Shields
Lisa Richmond Terri Decker
Dr. Jocelyn Caple Dr. Juliann Barrett
Tom Sullivan Eric Crainich
Alex Scott James Borchert
Bryan Huot Gailyn Thomas
Scott Bouranis Katie Lajoie
Cynthia Burr

Absent: Bryan Huot
Cynthia Burr
Lisa Richmond

Guests: Reid Sindelar
Stephen LeBlanc, DH

I. Welcome and Introductions:

Chair Patricia Putnam called the meeting to order at 5:04 p.m.

II. Consent Agenda

- Motion made and seconded (T. Sullivan/G. Thomas) to approve the Consent Agenda. All in favor. None opposed. Motion carried.

VOTED: to approve the Consent Agenda.

III. Review of Diversion Policies and Procedures – Reid Sindelar, Director of Pharmacy

- Reid Sindelar reviewed Drug Diversion
 - Drug diversion is intentionally or without proper authorization, using or taking possession of a prescription or medical gas from VRH through the use of prescription, ordering or dispensing system.
 - There are five levels of controlled substances.
 - A witness must present when dealing with controlled substances.
 - VRH has a policy entitled “Drug Division Identification, Reporting and Response” to address drug diversion.
 - DDRRT is the drug diversion rapid response team comprised of:

- Pharmacy Director
- Risk and Compliance Manager
- Sr. Director of Human Resources
- Case by case basis of appropriate senior leaders and department leaders
- Subject matter experts as needed
- Mr. Sindelar conducts manual monthly audits.
 - This manual audit will be replaced by a purchased software – RxAuditor Investigate
- Staff monitors inventory and purchasing.
- Dr. Caple felt this was valuable education for the Board, as there had recently been an article regarding another hospital who had experienced an issue with this topic. Dr. Caple asked a question the topic of prescription pads. Dr. Thomas stated this is almost impossible with the systems in place. Prescriptions are completed electronically. Dr. Caple asked about the cameras in the pharmacy. In order to enter pharmacy, a code is required. Each staff member has a badge to enter the pharmacy. There is a safe for controlled substances and each staff member has a unique log in. Reports are run and reviewed monthly. Any discrepancies are quickly caught, in most cases within 24 hours.
- Katie asked a question was there anyway the board could be held responsible for any instances? Reid stated at the hospital in question, the director of pharmacy and the CNO may have been held accountable. The board would only be held accountable for what they know. Accountable staff would be the pharmacy directors, CNO, CMO and CEO presumably.
- The Board thanked Mr. Sindelar for his presentation and stated that it was very informative.

IV. Reports and Action Items

- **Credentialing/Medical Staff:** Dr. Caple presented on behalf of Dr. Barrett the following information in the Credentialing report to the Board.

New Appointments

Whitney Hilton, DO, Orthopedics, Active, Provisional
Stephanie Ryan, APRN, Hospitalist, APP, Provisional

Temporary Privileges

Gloria Burchett, APRN, Hospitalist, APP, Temps

Re-Appointments

Jonathan Waltman, MD, Cardiology, Courtesy
Daniel Abbis, DO, Tele-Radiology, Telemedicine
Jibran Ahmad, MD, Tele-Radiology, Telemedicine
Judith Austin-Strohbehn, MD, Tele-Radiology, Telemedicine

William Black, MD, Tele-Radiology, Telemedicine
Katie Bunnell, APRN, Urgent Care, APP
Jocelyn Chertoff, MD, Tele-Radiology, Telemedicine
Yvonne Cheung, MD, Tele-Radiology, Telemedicine
James DeVries, MD, Tele-Cardiology, Telemedicine
Clifford Eskey, MD, Tele-Radiology, Telemedicine
Keith Fannin, APRN, OHS, APP
Jorge Gonzalez, MD, Pathology, Courtesy
Douglas Goodwin, MD, Tele-Radiology, Telemedicine
Stephen Guerin, MD, Tele-Radiology, Telemedicine
Dagmar Hoegemann Savellano, MD, Tele-Radiology, Telemedicine
Steven Kammann, MD, Tele-Radiology, Telemedicine
Petra Lewis, MD, Tele-Radiology, Telemedicine
John McIntyre, MD, Tele-Radiology, Telemedicine
Nancy McNulty, MD, Tele-Radiology, Telemedicine
Matthew Maeder, MD, Tele-Radiology, Telemedicine
Christopher Mann, CRNA, Anesthesiology, APP
Lauren Gilstrap Milley, MD, Tele-Cardiology, Telemedicine
Jorge Gonzales, MD, Pathology, Courtesy
Jonathan Marotti, MD, Pathology, Courtesy
Todd Noce, MD, Tele-Radiology, Telemedicine
Leah Palifka, MD, Tele-Radiology, Telemedicine
Mariusz Paluch, MD, Tele-Radiology, Telemedicine
David Pastel, MD, Tele-Radiology, Telemedicine
Robert Percarpio, MD, Tele-Radiology, Telemedicine
Steven Sargent, MD, Tele-Radiology, Telemedicine
Marc Seltzer, MD, Tele-Radiology, Telemedicine
Alan Siegel, MD, Tele-Radiology, Telemedicine
Anne Silas, MD, Tele-Radiology, Telemedicine
Michael Tsapakos, MD, Tele-Radiology, Telemedicine
Stephanie Yen, MD, Tele-Radiology, Telemedicine
Emily Zeitler, MD, Tele-Radiology, Telemedicine
Rebecca Zuuriber, MD, Tele-Radiology, Telemedicine

Resigned

Jerry Martin, MD, Tele-Neurology
Julianna Czum, MD, Tele-Radiology

Motion made and seconded (G. Thomas/S. Bouranis) to approve the Credentialing Report; none opposed; motion carried.

VOTED: to approve the Credential's Committee report as presented.

Dr. Barrett reported that the June quarterly medical staff meeting has been moved to July. Dr. Caple, Dr. Rudner and Dr. Barrett are finalizing the working version of the Medical Bylaws and will meet with the attorney for review and to complete any final edits. The bylaws will be reviewed by the med staff in late July and then presented to the Board in August.

V. Senior Leadership Team Reports

- **Senior Director of the Practices – Chris LaFave**
 - Interview set up next week for a psych nurse for the behavioral health program.
- **Beverley Rankin**
 - The major issue for her areas is staffing. She is trying to minimize the use of travelers and have been pushing back on the rates paid for travelers.
 - VRH has experienced some turnover of nurse practitioners who have taken other jobs.
- **Patty Witthaus**
 - Continuing with the security plan, and should have an access control lock expansion quote in hand by end of week.
 - All security cameras have been installed.
 - Dates in July and early August have been scheduled to install panic buttons.
 - The Alert Media System has been installed and is fully functioning.
 - The Nurse Call System should be done by the end of July. A new component, a real time locator, has been added. It can detect when an employee is in the room taking care of the patient.
 - The cyber security insurance application has been received and Patty stated it doesn't look like there are too many changes. Cyber security is very important and many of the standards for the guidelines for companies are becoming more stringent.
 - Jocelyn thanked Patty for staying ahead of this and for all her hard work.

VI. Motion to Adjourn Meeting and Move to Executive Session

Motion made and seconded (J. Barrett/T. Decker) to approve adjourning the VRH Board of Trustee meeting and to move into Executive Session. None Opposed.
Motion carried.

VOTED: to move to Adjourn Meeting and commence Executive Session.

Respectfully submitted:

Tammy Wilson
Executive Assistant

Valley Regional Healthcare/Valley Regional Hospital
Joint meeting of the Board of Trustees
August 3, 2022

Trustees: Patricia Putnam Samuel Shields
Lisa Richmond Terri Decker
Dr. Jocelyn Caple Dr. Juliann Barrett
Tom Sullivan Eric Crainich
Alex Scott James Borchert
Bryan Huot Gailyn Thomas, MD
Scott Bouranis Katie Lajoie
Cynthia Burr

Absent: Samuel Shields
Scott Bouranis
Cynthia Burr
Gailyn Thomas, MD

Guest: Kelly Murphy
Attorney Laurie Cohen
Joseph Perras, MD, MAHHC
David Sanville, MAHHC

I. Welcome and Introductions:

Chair Patricia Putnam called the meeting to order at 5:01 p.m.

II. Community Health Improvement Plan – Kelly Murphy

Kelly Murphy presented the Community Health Improvement Plan to the Board. This is a plan to address the community's input on health issues.

The purpose of the assessment was to:

- Better understand the health-related issues and concerns impacting the well-being of area residents;
 - Inform community health improvement plans, partnerships and initiatives; and
 - Satisfy state and federal Community Health Needs Assessment requirements for Community Benefit reporting.
-
- There are 6 top priority needs.
 - Each area of need has a goal and a finding, with objectives, activity, target audience, staff involved and timeline.

Priority Areas of Need Identified:

- Mental Health Services
 - Objectives
 - VRH will seek funding sources to develop an integrative model of mental and medical health care
 - Hire additional ED staff
 - Utilize collaborations
 - Training
 - Screenings for substance use disorders
 - Activities
 - Apply and obtain grant support
 - Hire ED Social Worker and ED Pharm Tech
 - Create MOUs with local community organizations
 - Implement trauma-informed care trainings
 - ED Social Worker to complete assessments
- Affordability of Health Care
 - Objectives
 - Increase team of primary care providers
 - Present patients with options, community support and financial assistance options
 - Present patient with medication assistance program information
 - Activities
 - Contracting with four new patient providers in the next 6 months
 - Utilize social media
 - Staff to improve upon knowledge of community assistance organizations
- Prevention, Treatment and Recovery – Substance Abuse
 - Objectives:
 - Seek funding sources
 - Training
 - Hiring additional staff
 - Utilize collaborations
 - Activities
 - Apply for grant support
 - Trauma informed care training
 - Hiring social worker
 - Establish network of resources
- Socio-Economic Conditions
 - Objectives:
 - Address factors in patients life that may contribute to a decline in health
 - Refer patients to community organizations and resources
 - Provide a resource for positive food choices to primary care patients
 - Activities:
 - Primary Care patients will receive a 21 question assessment
 - Create and utilize resource tools to assist in referrals

- Create community groups
 - Affordability and Availability of Dental Care Services
 - Objectives:
 - Up to date services and referral information
 - Address acute conditions
 - Support Sullivan County Oral Health Collaborative
 - Activities:
 - Create resource document
 - Triage patients with immediate needs
 - Provide information on financing and resources
 - Prevent Child Abuse and Neglect
 - Objectives:
 - Surveys
 - Provide access to private information flyers in restrooms and practices
 - Collaboration with local resources
 - Provide increased level of empathy and care skills
 - Activities:
 - Patients to receive questionnaire
 - Referrals to local organizations
 - VRH leadership participates on local organizations boards.
 - Staff to participate in trauma informed care training
- Dr. Caple extended thanks and appreciation to the all the work Ms. Murphy has done.
 - This project started 3 years ago with the IDN project demonstration grant, which really laid the foundation.
 - The grant work is the crux of this health improvement plan. VRH will not have to provide a significant amount of the funding.
- Ms. Lajoie asked a question regarding the Medicaid bill that passed for and dental coverage and will there be an update to this plan. If Medicaid dental coverage is expanded, that would be an information resource VRH could provide. Kelly stated the plan is for a 3-year time frame and then another health assessment plan will be done. Ms. Murphy outlined the process and plan implantation.
 - Mr. Borchert stated this is fabulous work.
 - Chairman Putnam thanked Ms. Murphy stating it was very informative.
- Motion made and seconded (B. Huot/J. Borchert) to approve the Consent Agenda with the correction of a typo in the Executive Governance Committee meeting minutes. All in favor. None opposed. Motion carried.

VOTED: to approve the Community Health Improvement Plan.

III. Affiliation – Joseph Perras, David Sanville --MAHHC

Dr. Perras and Mr. Sanville presented information on integration with DH and shared services.

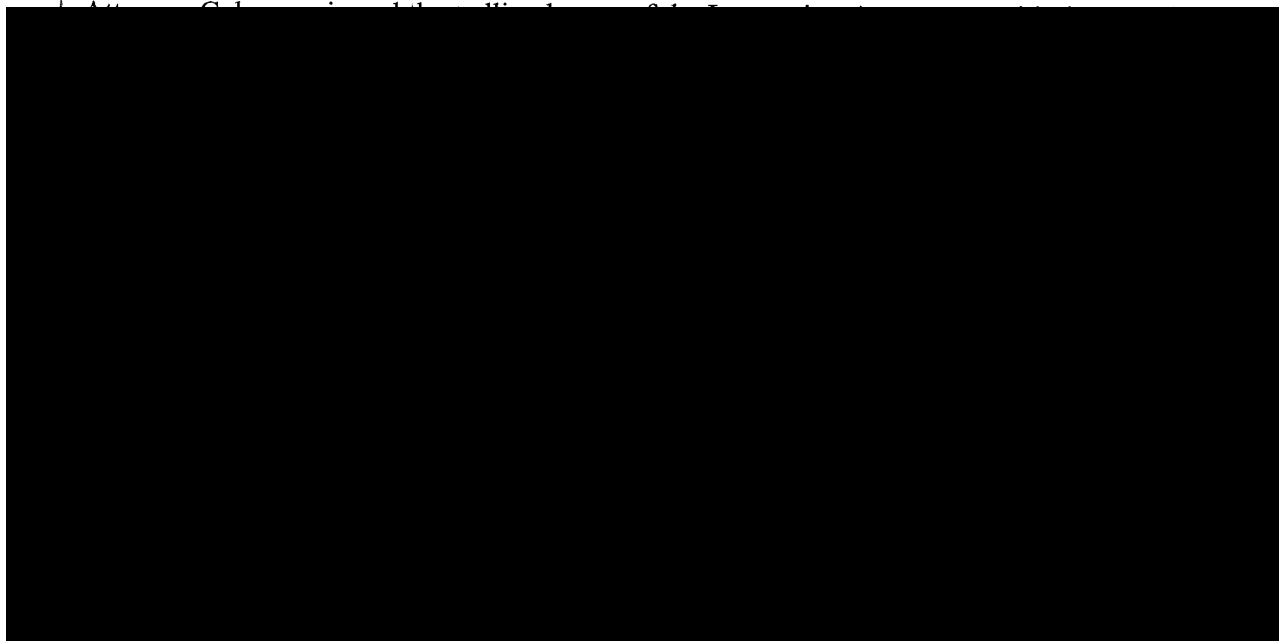
Outlined shared services included:

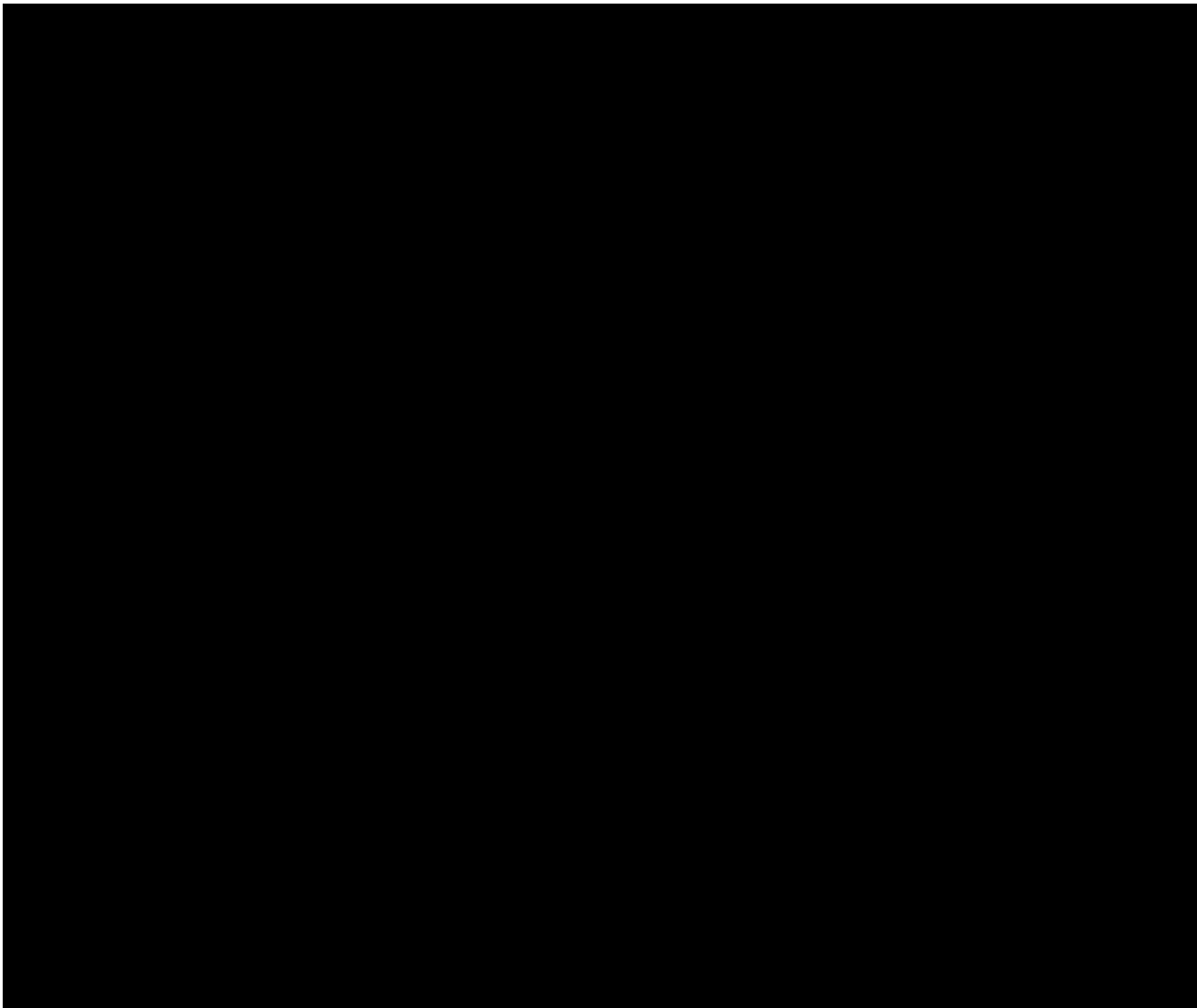
- Direct Contracts
 - For Specific Services
 - Lab, ultrasound
 - Patient transfer, under arrangements
 - PSAs
 - Staff, managers, providers and services
 - Directly expensed to P&L
 - Recognized by cost report at ~50%
- Shared Services
 - Analytic Institute
 - Compliance and audit
 - Corporate finance
 - Financial planning
 - IT
 - Health info
 - Biomed engineering
 - Medical staff services
 - Pharmacy
 - Supply chain
 - Quality
 - HR
 - Local Cost reduction
 - Based on need
 - Based on existing local effort
 - Based on extent of integration
 - Some services replaced
 - Some services augmented
 - Allocated by affiliate size
 - Recognized by cost report ~50% more for direct clinical, less for indirect support.
This transaction goes through P&L and is a net assets entry
- 3 years to attain 100% allocation
- Each facility pays a percentage based on size
- Eric Crainich asked a question and a discussion was held regarding how DH does listen to the affiliates and adjusts. Mr. Sanville provided a generalization of the affiliation process and the pros and cons. It was noted that the shared services will increase.
- Home Office Cost Report
 - Assessment
 - Recognized by cost report
 - No money changes hands

Cost Reductions & Efficiencies

- General Items Affected:
 - Supply Chain
 - Insurance Coverage
 - PSA, direct service contracting
 - Master Investment Program
 - Lending
- Staffing
 - First step is a combination of leadership
 - Shorten learning curve to system
 - Develop collaborative regional services
 - Develop clinical and administrative process standardization
- Discussion of MOB – Dr. Perras noted that the environment to complete any type of construction is not friendly at this time. He noted the facility does need some improvements; Mr. Sanville proposed that the project could be completed in sections versus completing the MOB all at once. Ms. Shaw is working on a schedule for that and gathering information.
- Chairman Putnam asked what could VRH be doing now to prepare for the affiliation. Dr. Perras noted that senior team members should be consistent in messaging. He stated he would have gotten stronger commitments in certifying certain services.
- Mr. Borchert asked regarding the microsystem opportunity for new growth and service lines, etc. Dr. Perras noted there both hospitals are great hospitals for their communities. Service lines will be built up. The demographics for both communities are very similar. The goal is to grow a very comprehensive of list of services.

IV. Affiliation Update – Attorney Laurie Cohen





CEO Planning will be on the next meeting agenda.

V. Motion to Adjourn Meeting

Meeting adjourned at 7:14 pm.

Respectfully submitted:

Tammy Wilson
Executive Assistant

VRH BOARD EXECUTIVE COMMITTEE

Minutes

July 14, 2022

Attendees: Attorney Laurie Cohen, Patti Putnam, Terri Decker, Jocelyn Caple, Bryan Huot, Tom Sullivan, Eric Crainich, Jean Shaw, Juliann Barrett, Katie Lajoie, Lisa Richmond, Sam Shields, James Borchert

Meeting called to order at 7:31 am.

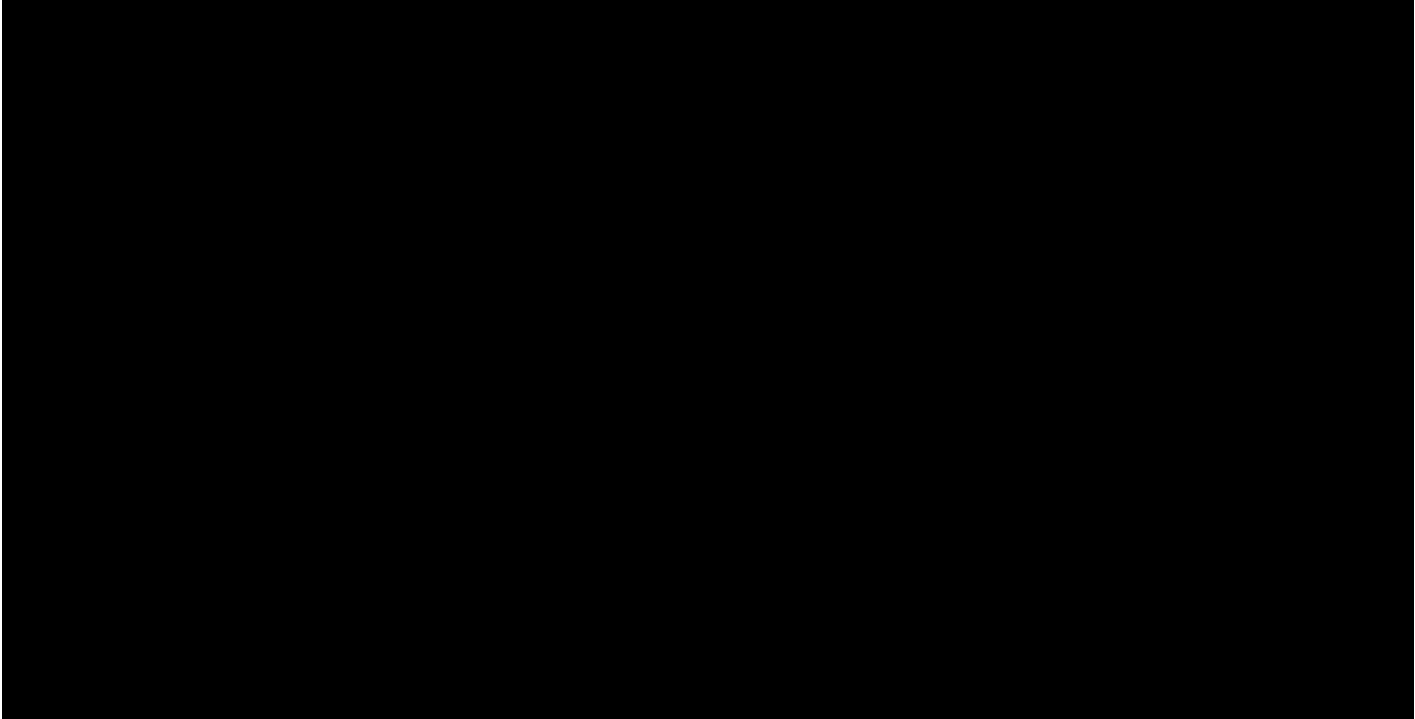
Minutes

Motion made and seconded (T. Decker/L. Richmond) to pass the May, 2022 minutes. None opposed.
Motion to pass minutes for the May, 2022 Executive/Governance passed.

VOTE: Motion passed to approve the May, 2022 VRH Executive Governance minutes.

Integration Agreement – Attorney Laurie Cohen

Attorney Cohen reviewed the Integration Agreement.

- 
- If anyone has questions, please send those questions to Patricia Putnam or Dr. Caple and they will forward those items to Attorney Cohen for a response and will post the question and answer to the full Board.
 - The next Board meeting will be August 3; there will be a regularly scheduled board meeting on August 24.

Other Business

No Other Business was discussed.

Meeting Adjourned at 8:33 am

VRH BOARD EXECUTIVE COMMITTEE
Minutes
September 8, 2022

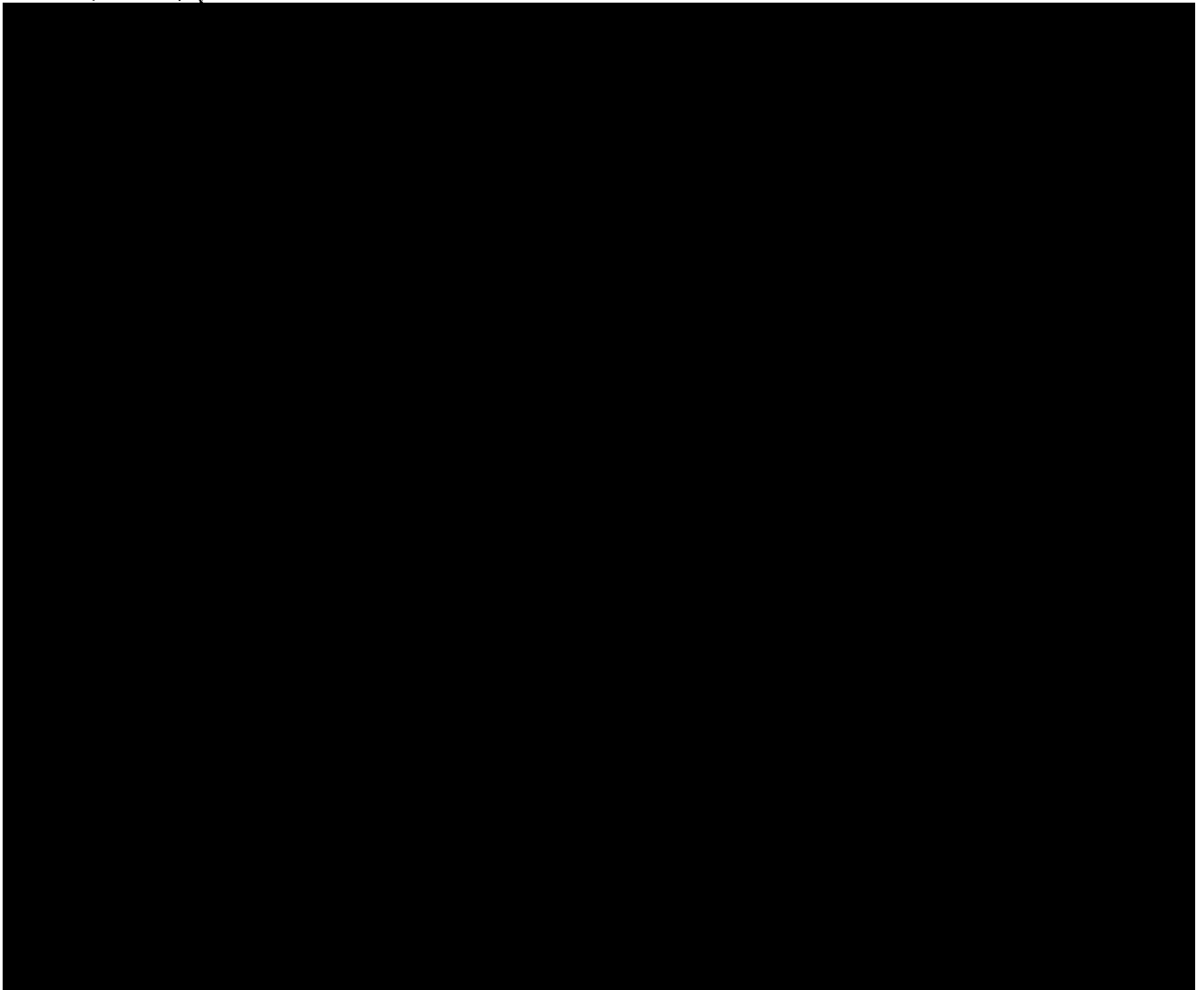
Attendees: Attorney Laurie Cohen, Patti Putnam, Terri Decker, Jocelyn Caple, Bryan Huot, Eric Crainich, Juliann Barrett, Katie Lajoie, Lisa Richmond, Sam Shields, James Borchert, Jean Shaw, Gailyn Thomas, Alex Scott

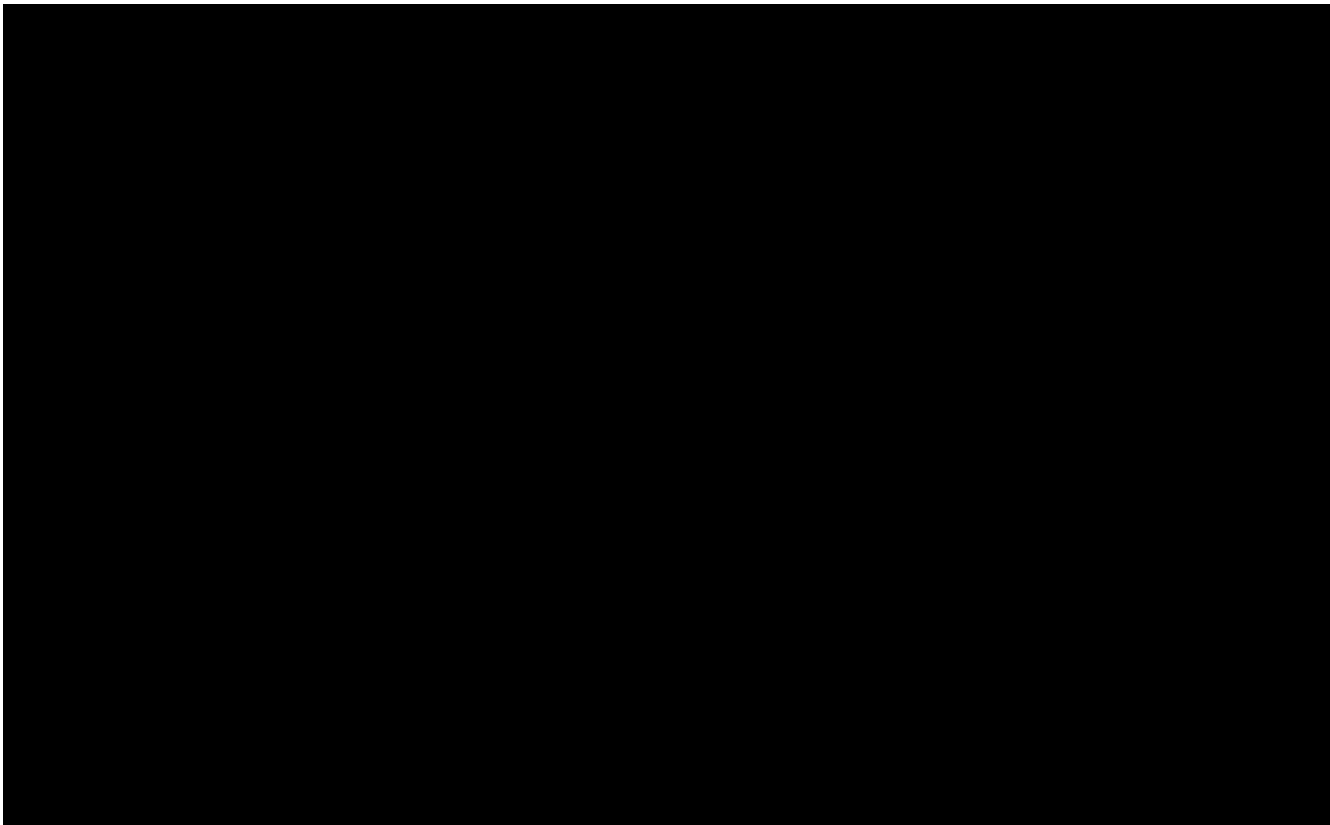
Meeting called to order at 7:33 am.

Integration Agreement – Attorney Laurie Cohen (Redlined Copy Attached to Minutes)

Dr. Caple thanked the Board members and Attorney Cohen for joining this meeting to review the updated Agreement.

Attorney Cohen presented the current modifications.





Dr. Caple

- Dr. Caple reported that there was a good turnout at the employee listening session.
- Dr. Caple expressed thanks and appreciation to Patti Putnam and the Board members who attended the employee listening sessions.
- Tonight is the public listening session.
- Dr. Caple and Dr. Conroy have a joint interview with the Union Leader today.
- An Overseers meeting has been scheduled for Monday, September 19 at 5:00 pm.
- DH will have its Board meeting on September 23. They will approve this agreement at that meeting. VRH will have its regularly scheduled board meeting on September 28.
- With due diligence, VRH is well over 80% with the VRH submissions. In regards to the DH submissions to VRH, VRH will work on reviewing those documents and presenting those to the Board.

Meeting Adjourned at 8:44 am

DRAFT

VRH BOARD EXECUTIVE COMMITTEE

Notes

February 13, 2020

Attendees: Patti Putnam, Lisa Raymond, Cyndy Burr, John Tomlinson, Terri Decker, Deanna Howard

Items Discussed:

1. Notes from January 9th meeting approved.
2. Springfield/MAHHC/VRH/DH Update (Jean Shaw joined the meeting for this discussion).
 - At the February 5th microsystem meeting it was learned that Springfield Hospital still does not have a firm date to file its plan to exit Chapter 11 although they believe it will be late March to early April.
 - The 3-hospital microsystem financial modeling isn't complete. DH is having the consultants build two more scenarios. All the contemplated models to date anticipate augmentation of inpatient and OR capacity at VRH, though 1-2 services currently provided here may migrate.
 - The DH Board is anxious to have a resolution and so will be reviewing the microsystem status and recommendations at its March Board meeting. Steve LeBlanc will be presenting to the VRH Board at the 2/26 meeting and will share the process and findings to date.
3. Financial Update
 - Jean provided an overview of the first quarter noting we had better than budget performance; however, she anticipates that we will lose that positive operating margin in January.
4. Board of Pharmacy
 - The annual inspection by the State Board yielded zero deficiencies.
5. College of American Pathologists (CAP)
 - CAP accredits hospital laboratories every three years; they use a surprise inspection date process. CAP arrived onsite on January 31, 2020. Deanna noted that our new lab manager who is contracted from Dartmouth Hitchcock and started work here in September, told her it was highly unlikely VRH would have a good inspection and expected many deficiencies. However, he and the lab team with support from VRH departments, put an aggressive improvement plan in place which had provided a lot of positive changes. The CAP team learned of the proactive plan and at the end of the review, found no deficiencies in the lab.
6. CMS Accreditation
 - The final leg of our survey was completed on February 6th. Although we've not yet received the final written report, it is anticipated that the VRH Plan of Correction has been approved. This required a significant amount of resources and capital but is an important accomplishment for the organization.
7. CMO Candidate

- Dr. Jocelyn Caple interviewed at MAHHC and VRH and remains very interested in the joint CMO position between the two organizations. It was learned that until VRH is fully affiliated with MAHHC/DH, she cannot work at both organizations; however, discussions continue to develop a reasonable pathway for her to work at VRH.

8. Other Business

- Deanna spoke about some areas of improvement being considered in the organization, namely better controls around federally required processes throughout the organization, especially in the ED. She noted that Dr. Rudner, Medical Director, is working very hard to develop these improvement strategies.
- The BoT agenda was reviewed including the conflict of interest forms for the trustees and the corporate resolution document to be voted upon.

**VRH GOVERNANCE COMMITTEE
FEBRUARY 13, 2020
8:15 – 8:45 AM**

Attendees: Patti Putnam, Terri Decker, Cynthia Burr, Lisa Richmond, Tim McNulty, Deanna Howard

1. Slate of Officers

- Slate will be recommended to the BoT for vote of approval.

2. 2020 Committee Assignments

- It was agreed that Deanna will send out the current list of committees and attendees and ask Board members to notify us if they wish to change, add on, or delete committee assignments. These will be tallied, hopefully prior to the next board meeting. Patti will then make a list of all committee assignments.

3. Other

- Some discussion ensued about the governance structure that might be used for the microsystem model.
- Until the course of the microsystem is clear, it is agreed no new trustees should be nominated at this time.

There being no further business to come before the committees, the meeting adjourned at 8:50 a.m.

dsh

DRAFT

VRH BOARD EXECUTIVE COMMITTEE

Notes

August 6, 2020

Attendees: Patti Putnam, Lisa Raymond, Cindy Burr, Bryan Huot, Terri Decker, Deanna Howard, Jocelyn Caple

Minutes of July 2, 2020 Executive and Governance Committee meetings approved as submitted.
(motion/second – Terry, Cindy)

Deanna said she conveyed to John Tomlinson the board's intention to keep him as an active community-based trustee. The Executive Committee may wish to evaluate his membership on Executive/Governance.

Finance

- Deanna walked through the year-end operating margin expectation expected to be around -3% vs. budgeted -0.5%, with the loss due to COVID. The year-end includes the allowable stimulus funds received. The first draft budget projects a year-end loss of @0.7%. This budget is considered a flex budget due to pandemic variables and may need restating during the year. The impact of COVID on VRH is about a \$1.25 million net hit.

Charlestown Communication

- Deanna reviewed the roll-out of communication of the decision to not reopen Charlestown. All impacted staff has had one-on-one meetings. Three of the staff will be leaving VRH although may work as per diem in some cases. Communication on reopening is going to be a low-profile messaging on social media. (Deanna will check on whether this has occurred).
- Jean and a team continue to develop the move of equipment, signage, etc. Jean also continues to have discussion with Griffin re: termination of lease.

COVID-19 State Testing Contract

- Jocelyn provided an overview of the contract from the State to do the testing at VRH as the State is disbanding the DHHS/National Guard testing sites. Although the contract is predictably bureaucratic, VRH will be open for DHHS testing on August 10th. There is \$145,000 of grant funding attached to the contract which we believe can be used to offset some of the costs. Volume of testing at VRH will increase and probably spike often. There is state payment for tests for Medicaid and uninsured patients (though low) which is offset by other payers. Our goal is to breakeven.

CEO Transition

- Deanna provided the date certain of the transition for Jocelyn to assume the CEO duties – September 4th. The timeline of communication was reviewed. Deanna was thanked by the Committee for her work at VRH.

Legal Issues

- Deanna reviewed three legal activities:

- Breach of contract – VRH attorney (provided by our NEAH insurance program) has filed response of no breach; case is expected to proceed to resolution soon.
- Roach v Langweiler MD and R. Knight MD – in process. Expert review of the case has been done for both physicians; R. Knight may be released from the case. More review needs to be done and deposition are scheduled for September.
- County of Sullivan v E. Knight. VRH may be a witness in this case but is not a party. Trial date is expected to be scheduled in near future.
- DHH v State of VT – VRH is also a party of this action along with NLH, Cheshire, and APD. This legal action has not yet been filed.

Microsystem Planning

- Deanna reviewed the process of every two week check-ins with full steering committee and work intermittently in three areas: 1) governance/leadership; 2) clinical services; and 3) financial analysis. It is anticipated that some formal recommendations may be ready for presentation to the steering committee on or around October 1.

GOVERNANCE COMMITTEE (same attendees)

- Microsystem concept was discussed. MAHHC and VRH will retain own corporate identities as they do now. The process of affiliating with DH requires adherence to reserve powers, e.g. DHH ratification of budget, appointment of CEO, approval of capital projects, etc. Therefore the model is not a true merger but satisfies the legal threshold of sharing information, moving funds, etc. In this model MAHHC and VRH would act as a single operating unit delivering health services in two locations, all under the umbrella of DHH.
- In order to provide governance for a single operating model, a mirror board is contemplated. It would be comprised of an equal number of MAHHC and VRH trustees, some ex officious and some DHH appointees. It is anticipated the board will act on behalf of the system but from time to time, corporate votes may require trustees of VRH or MAHHC to separate from the mirror board to execute those votes. More detail on this will be forthcoming as it is further developed.
- There is still no known timeline for beginning the evaluation of affiliation.

Other Business

- VRH Annual Meeting – Deanna said one of the boards she is on is holding a virtual annual meeting in September. If it works, it might be a good model for VRH to consider. She will send a follow up after the September annual meeting she will be attending via zoom.
- This should be on the agenda for discussion at the October Executive/Governance Committee meeting as a decision will need to be made for virtual or in-person.

Next Meeting Date: September 3, 2020

There being no further business, the meeting adjourned at 8:35 am.

dsh

DRAFT

VRH BOARD EXECUTIVE COMMITTEE

Minutes

January 7, 2021

Attendees: Patti Putnam, Lisa Richmond, Cindy Burr, Bryan Huot, Terri Decker, Jocelyn Caple, John Tomlinson

Annual Meeting

- Kris Richardson has finalized a webinar style format for the Annual Meeting
- Email invitations to be sent to staff, Board members and Overseers today.
- Kris will publicize information for the Annual Meeting to the public.
- Five Overseers are scheduled to be re-appointed at the Annual Meeting; there are no Trustees up for re-appointment this year.

VRH Vaccination Disbursement Update

- Vaccine now available – VRH has Pfizer and Moderna.
- VRH is in Stage 1A – vaccinating first responders and patient access staff.
- New Hampshire has not completed a plan for general vaccination of the public at this time.
- Independent practices were not allocated doses at this time.
- 160 staff members have been vaccinated thus far.
- VRH has an 80% staff acceptance rate for the vaccine.
- New Hampshire hospitals in general have about a 60% approval rate for staff receiving the vaccine.
- VRH has offered vaccine to our moderate high-risk staff as well.
- VRH is waiting for the State to approve lower risk vaccination administration.
- Our practices are ready to start vaccinating patients; therefore, when the State states to move forward, VRH practices will be ready to do so.
- Opening second doses for vaccination this Friday; another month or so to have staff fully vaccinated.
- When VRH is able to vaccinate the public, we will reach out to patients who qualify and have clinic times to administer the vaccination.
- Twelve of our front line employees are now in quarantine. This is a great impact on staff; largely affecting our ambulatory services. VRH is looking at possibly closing down certain services and/or re-deploying staff.
- Completing 50-70 tests a days throughout the hospital.
- To receive a Covid test, patients can make an appointment with their primary care provider or go to Urgent Care and tested.
- US cases have gone down 1%, deaths down 1%, hospitalizations up 10%.
- NH has seen an increase in cases up 3%, deaths up 27%, hospitalizations up 17%.

- 697 average cases per day in the last seven days; this is an increase of 7% from previous 7-day period
- Sullivan County now at 36.1 cases per 100,000 people. This is currently below the NH average.
- Overall State positivity rate 6.6%.
- Hospitals across the State are struggling with staffing. Many hospitals shifting patients from one hospital to another.
- VRH Incident Command has moved to Level 3.
 - Looking daily at needs for the departments and how to manage sufficient staffing.
- Anticipate a rough January and February.

Mt. Ascutney/DH Affiliation Update

- Dr. Caple reported that VRH/Mt. Ascutney/DH affiliation continues to proceed forward. Meeting was held the week before Christmas.
- Tentatively agreed on structure.
- Mt. Ascutney and VRH combining services would produce a combined savings of \$1M.
- DH needs to finalize GraniteOne prior to complete affiliation.
- Next step: VRH to sign a Memorandum of Understanding. DH is starting to put that together to see what that would look like. This is very confidential at this time and is not public information. Looks like a 2-year time frame.

Meeting Adjourned 8:31 am

DRAFT

**VRH BOARD EXECUTIVE COMMITTEE
Minutes
February 4, 2021**

Attendees: Patti Putnam, Lisa Richmond, Bryan Huot, Terri Decker, Jocelyn Caple

Executive Committee Minutes – January 7, 2021

Motion was made and seconded to approve the January 7, 2021 minutes for the Executive Governance Committee. None opposed. Motion passed.

Microsystem Update

Dr. Caple stated the next microsystem meeting is scheduled to be held in the next two weeks. As she had mentioned at a previous meeting, the microsystem will provide a significant savings to VRH, along with an opportunity for service line growth. There will be more to report on this after the meeting next week.

Other Business

The VRH staff have received their first doses. Eighty percent of the staff have been vaccinated; second doses are being now being finalized.

Ms. Putnam stated she has received a few emails after this year's Annual Meeting. Community members were pleased that the hospital was still able to have the meeting, liked the format and appreciated all the information provided at the meeting. Presentations will be posted on the intranet and video will be posted on the local public television station. The Q&A portion of the meeting will not be included.

Governance Committee Meeting

2021 Officers and Committee Assignments - Confirm

Group discussed retaining Dr. Wilton as a committee member, as he is going to part-time. It was decided to retain him on his board assignments, as he is a valuable committee member. Motion made and seconded made to confirm VRH officers and committee assignments. Board assignments will also be noted and voted on at the February Board meeting. Committee discussed overseer members aligning with the microsystem timing. Tammy and Jocelyn will work on list of who are up for re-appointment next year. Dr. Caple will review the bylaws to see what it states and what the options are. She will pull together and send to members for discussion.

VOTED: Motion made and seconded to confirm VRH officers and committee assignments. None opposed. Motion passed.

Group discussed the VRH Occupational Health department; VRH leadership is currently re-building this department. Any outstanding issues will be resolved.

Dr. Caple outlined a cluster situation at the hospital in which VRH is currently working with the State. A staff member tested positive for Covid, resulting in patients and staff needed to be tested and quarantined. This may present a liability to the hospital. VRH has tight policies and procedures, monitoring, and strong documentation. VRH staff does everything possible to prevent these types of transmission from happening. Covid numbers in the State are decreasing. This is not yet due to the vaccinations yet. Once VRH completes vaccinating employees, the hospital will not be receiving any additional vaccine. VRH will be supporting the State initiative. There will be a State site at the National Guard and we will be sending personnel to assist with vaccinations. This is fluid situation. DH has a contract with the State for mobile units across the State. We will be sending teams with the mobile units as well. Dr. Caple outlined the State's system for vaccinating the general public and how VRH will assist them. Our staff has done a great job reaching out to patients and supported them.

Meeting Adjourned 8:20 am

DRAFT

VRH BOARD EXECUTIVE COMMITTEE

Minutes

March 4, 2021

Attendees: Patti Putnam, Cynthia Burr, John Tomlinson, Lisa Richmond, Bryan Huot, Terri Decker, Jocelyn Caple

Executive Committee Minutes – February 4, 2021

Patty called meeting to order at 7:32 am.

Motion was made and seconded (P.Putnam/J.Tomlinson) to approve the February 4, 2021 minutes for the Executive Governance Committee. None opposed. Motion passed. Ms. Burr abstained, as she was not in attendance at the last meeting.

Microsystem/Affiliation

Jocelyn reported that she had a recent meeting with the BKD people. Yesterday a meeting with DH took place. The numbers look very promising, with a potential \$4million dollar savings. Dr. Caple would like to bring that group to the next VRH Board meeting to conduct that presentation. The Committee members discussed this and agreed that having the presentation at the next Board meeting is a good next step. It was decided to have the group present at the next full Board meeting. In the event the presenting group is not available, the presentation will be moved to the April meeting. Dr. Caple feels very positive with the steps that VRH has taken thus far; we are at the end of expense cutting. Whether or not VRH moves forward with the Dartmouth affiliation or microsystem, the hospital has been putting in place many of the assumptions. The timeline for the microsystem/affiliation has not been set. DH is impressed with the work that VRH has done over the last five years or so. The numbers included in the presentation include Mt. Ascutney and VRH only; they do not include Springfield. Dr. Caple will ask Joe Perras to see if Mt. Ascutney has the due diligence list from when Mt. Ascutney affiliated with DH. The Committee thought this might be helpful to assist in pulling the correct information that will be requested. Next step would be Patti having a discussion with Steve LeBlanc. Patti is happy to reach out to Steve to further discuss moving forward and a timeline. Ms. Putnam expressed that she is happy that the progress has not been stalled significantly due to Covid. Committee discussed growing centers of excellence here at VRH and working with Mt. Ascutney.

Vaccine Information

- Johnson & Johnson has had their vaccine approved.
- VRH is sending volunteers to support the State site. Super vaccination site at Loudon will be receiving 12,000 Johnson & Johnson vaccines to administer at a clinic at the Speedway.
- The State is the only site that has the ability to track the Covid variants. Tests that meet certain criteria are sent to the State for processing and tracking.

- VRH is waiting to see when we will be able to offer vaccines at the practices.

Bylaws

Dr. Caple discussed with the Committee the Bylaws as they currently are and suggested changes.

- LUAS dissolved. Dr. Caple hopes that all members received the announcement.
- Terri Decker is an ex-officio seat representing LUAS. As LUAS dissolved, this will need to be addressed. The Board should vote to have Ms. Decker become an elected Board member.
- Bylaws state VRH Trustee Board needs to have 13 elected positions. At this time, VRH currently has 12.
- Terms for Board members are three years that may be served consecutively with a minimum of a year stepping down after completion of a third term. The trustee may then be re-elected to the Board to serve again. We currently have three board members that will be completing their third term this year, ending with January 2022. New members are elected at the Annual Meeting.
- Governance has the authority to change the Bylaws.
- Dr. Caple suggestions:
 - Vote Terri Decker as an elected Board member.
 - Lower number of elected trustees to 11.
 - Extend term allowance to four terms allowed consecutively.
 - Next step, would be to bring the changes to a lawyer for review and then to the full Board.

Ms. Putnam stated Ms. Decker does need to remain on the Board. She noted how having new Board members would be difficult during a transition. Board members discussed and agreed with Ms. Putnam and approved moving forward with changing the Bylaws.

Ms. Putnam inquired on an update on the master planning proposal and if a presentation could be made to the full Board. Dr. Caple stated that many changes were discussed at the last planning meeting. Dr. Caple suggested waiting to work through some of these issues and then present to the Board; this will provide tangible information, along with numbers/costs. She would like to include this item on the agenda for the April Board meeting.

Meeting Adjourned 8:33 am

DRAFT

**VRH BOARD EXECUTIVE COMMITTEE
Minutes
July 22, 2021**

Attendees: Patti Putnam, Bryan Huot, Terri Decker, Jocelyn Caple

Absent: Cynthia Burr, John Tomlinson, Lisa Richmond

Executive Committee Minutes – May 2021

Ms. Putnam called the meeting to order at 7:32 am.

Motion made and seconded (P.Putnam/B.Huot) to approve the May, 2021 minutes for the Executive Governance Committee. None opposed. Motion to approve the May, 2021 minutes passed.

New Senior Director of Practices

Dr. Caple is excited to announce Valley has hired a new Director of Practices, Christopher LaFave. Dr. Caple outlined his extensive experience. He is scheduled to begin employment on August 2 and will attend the August 2021 Board meeting. Judith Carr will remain at the hospital for a short length of time after he begins. His start date will overlap with the consultant group Chartis, which is a benefit to the hospital.

Practice Acquisition/Chartis Project

The Chartis Group will be presenting their findings to the Board in August. Dr. Caple outlined the information she has received from the Chartis group. The data indicates that productivity among the providers at the practices is not meeting the national average and she discussed how the information and changes will be communicated and addressed.

Affiliation

Dr. Caple discussed the DH affiliation. Steve LeBlanc has received permission to bring the concept of affiliation back to the Dartmouth Board in September. This would be a reaffirming of the intent to move forward. He is expecting the DHMC Board to state they are still interested. A Memorandum of Understanding would be created and Valley would begin its due diligence. Dr. Caple has sample due diligence template to begin prep work. She will allocate tasks and assignments at the end of August. The goal is to be prepared when Dartmouth sends the requests for information. Dr. Perras has been invited to the August meeting to provide a presentation to the VRH Board on the process of affiliation.

Bylaws

Dr. Caple reviewed the Bylaw modifications that had been discussed previously. Bylaw amendments require Overseers to meet and adopt a resolution. Originally, the hope was to have the Overseers attend the Board of Trustee meeting in August. However, the agenda for the August meeting is extensive and does not allow time for this process. Dr. Caple proposed to have an Overseers meeting prior to the Board meeting with the Executive/Governance Committee in attendance. An explanation and the resolution will be sent to the Overseers prior to the meeting for review. She asked the committee if they felt this was appropriate and if they would be able to attend an August Overseer meeting. The Committee agreed that scheduling a separate Overseers meeting would be practical and committee members would be available to attend. The group discussed times for a meeting. It was felt that an evening meeting, 5 or 6 pm, would be best. Tammy Wilson will pick a date and time. A notice for the meeting will be sent to the Executive Governance Committee prior to mailing to the Overseers.

Budget/Compensation

Minutes were not taken for this topic.

Other Business

Minutes were not taken for this topic.

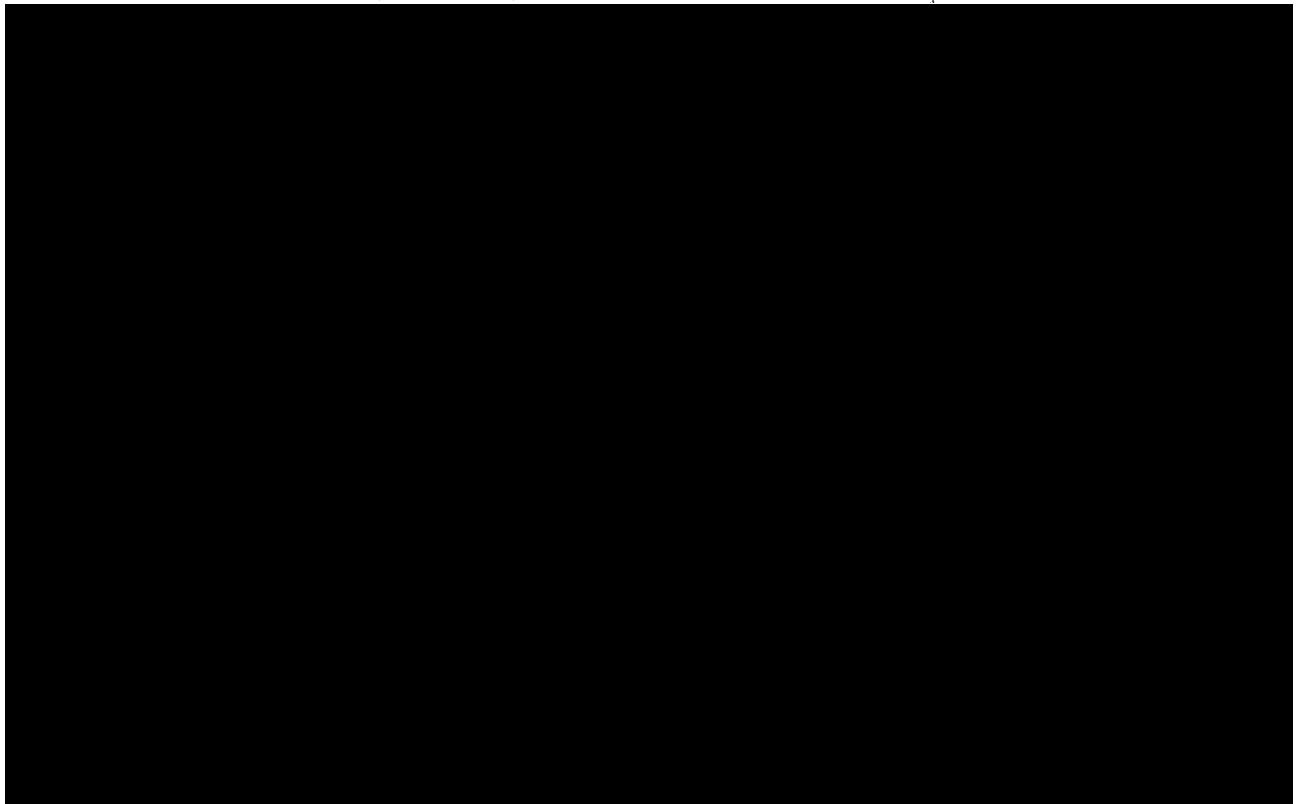
DRAFT

**VRH BOARD EXECUTIVE COMMITTEE
Minutes
October 14, 2021**

Attendees: Patti Putnam, Bryan Huot, Terri Decker, Jocelyn Caple, Cynthia Burr, John Tomlinson, Lisa Richmond

Guest: Laurie Cohen, Nixon Peabody

DH Affiliation – Laurie Cohen, Nixon Peabody



Updates

- Chris LaFave meet with the providers last night and it went very well providing a presentation on the quality satisfaction model.
- He is now setting up individual meetings.
- Dr. Barrett is fully on board.
- First item they will work on is the scheduling template. Chris anticipates that work to be complete in the next 30-60 days.
- Additionally, looking at consolidating the practices.
- October is a tough month for us with resignation. Have hired some new phenomenal staff.
- Chris will be working with IT to develop a dashboard to provide the providers with information.

- VRH is 98% vaccination, 9 exemptions granted. Only had 4 resignations, two of those resigned immediately. Only resulted in terminating 1 staff for noncompliance. This was a very good outcome. Dr. Caple thanked the Board for the support with this transition.
- Board did receive the NHHA remote invitations and discussed which sessions they will attend.
- Mr. Huot mentioned that a healthcare cost spreadsheet comparing the hospitals in the state. This is something we might want to review.

VRH BOARD EXECUTIVE COMMITTEE

Minutes

January 13, 2022

Attendees: Patti Putnam, Terri Decker, Jocelyn Caple, John Tomlinson, Lisa Richmond, Bryan Huot

Absent: Eric Crainich

Meeting called to order at 7:33 am.

Minutes

Motion made and seconded (P. Putnam/B. Huot) to pass the November, 2021 minutes. None opposed. Motion to pass minutes for November, 2021 passed.

VOTE: Motion passed to approve the November, 2021 VRH Executive Governance minutes.

December Incident De-Brief

- Dr. Caple debriefed the Executive Committee regarding the email and phone campaign targeted toward VRH and the bomb threat. Discussed high level review of issues raised by parties involved and VRH policies around those.
- Patty and Jean are working on a security audit after this situation to see where we can improve/tighten our security measures.
- VRH documented this situation and consulted with legal counsel throughout.
- VRH has the EAP program to aid staff who dealt with these issues.

LOI

- The LOI has been signed.
- Dr. Caple met with a DH/MAHHC group. DH is currently in negotiations with other facilities, which affects the timing. The aim would be the definitive documents complete by the end of June or early July. Due diligence would most likely begin in June. This process might move into early 2023; the goal is end of 2022. By the end of the month, they will start working on the final documents.
- Joseph Perras stated the MAHHC board is now questioning the reserve power that DH has and the concept of the mirror board.

Covid-19 Update

- NH is in the midst of a surge.
- Omicron is more infectious; however, it causes less severe cases.
- NH hospitals are stretched quite thin at this time.
- Last week a table top exercise was completed exploring what we will do in a surge situation with more than 20 patients and more than 4 vented patients.
- Currently VRH is not requiring boosters as part of being fully vaccinated.

- CDC has new recommendations for quarantine. For healthcare workers, it dropped to 6 days. Currently, VRH has remained with 10 days to reduce risk of spreading the virus. We may revisit that in the future.

Annual Meeting

- Invites have been sent.
- Savannah and the senior team have completed a mock meeting to run through how it will go.
- Board members, senior team and Dr. Calderwood are invited as panelists. Dr. Caple outlined what this means and how the meeting should appear.

Staff Appreciation Activities

- Dr. Caple received some nice donations from board members, and thanked them.
- The Mayor posted in a weekly letter and the community has provided donations.
- Dr. Caple outlined some of the activities and raffles planned.
- This week merit increases were rolled out to employees. Employees are very happy and appreciative.

Physician Updates

- Dr. Elias has some medical issues and has retired. He is continuing per diem for now. Dr. Rambissoon is currently working in surgical services. She is interested in upping her amount of time.
- Dr. Marks will be starting next week as a general orthopedist.
- The practices have a new NP starting next week as well.

Press Updates

- Dr. Caple reviewed the press coverage Valley has experienced recently.
- Jeanne Shaheen will be coming next week to thank the staff in general for everything Valley is doing.

Other Business

- John Tomlinson will be resigning from the Board of Trustees and the Overseers. The Board expressed their thanks for all he has done on the Board and wished him the best of luck in his new endeavors.

Meeting Adjourned at 8:41 am

VRH BOARD EXECUTIVE COMMITTEE
Minutes
May 12, 2022

Attendees: Patti Putnam, Terri Decker, Jocelyn Caple, Lisa Richmond, Bryan Huot, Eric Crainich

Meeting called to order at 7:31 am.

Minutes

Motion made and seconded (T. Decker/L. Richmond) to pass the March, 2022 minutes. None opposed. Motion to pass minutes for the March, 2022 Executive/Governance passed.

VOTE: Motion passed to approve the March, 2022 VRH Executive Governance minutes.

Update on Outbreak Status

Dr. Caple reviewed the designation of an outbreak status at VRH. Currently, there are nine employees out due to Covid.

- Patient tested negative when admitted. Patient tested negative when discharged. When re-tested upon re-admission at the facility, the patient tested positive.
- Due to this circumstance, staff in contact with the patient were required to be tested. One staff member tested positive.
- The State of New Hampshire has provided guidance to VRH.
- There are about 20 healthcare facilities listed as experiencing an outbreak status in New Hampshire.

Affiliation Update

Dr. Caple reviewed the status of the affiliation.

- Dr. Caple reviewed the timeline for the affiliation process. At this time, the course as initially outlined has been delayed. Dr. Caple stated that she and Stephen LeBlanc have had discussions regarding the CMC deal. This process is taking longer than anticipated as DH continues to work with the Attorney General. The timeline has been pushed back to September.
- Dr. Caple reported that she has been discussing with DH that she will be stepping down as CEO of Valley Regional. Dr. Caple was hoping to stay at VRH through the affiliation process; however with the transition time being extended, she will be stepping down prior to the conversion. Originally, the CMO position was slated to be part-time. However, it has been determined that the CMO position will need to be a full-time position. Joe Perras is recruiting for candidates for a joint CMO for VRH and MAHHC.

- Depending on the timeline, Dr. Caple may stay through the transition. She outlined the possible scenarios.
- Within the next few weeks, the CMC and Granite One matters should be resolved and a more definite timeline will be able to be made.
- Next step would be for the VRH Executive Board to meet with Stephen LeBlanc. Dr. Caple suggested Ms. Putnam reach out to Steve LeBlanc for a meeting to include the Executive Board and Joe Perras of MAHHC and possibly Joanne Conroy.
- The Committee discussed the master planning facilities plan. As inflation has increased, the cost of the renovations has significantly amplified and DH has expressed some hesitation.
- Ms. Decker questioned if the Board should met with legal counsel for perspective prior to the meeting with DH and Joe Perras. Dr. Caple stated she will be scheduling Attorney Laurie Cohen to conduct a fiduciary education for the Board and suggested that during that education, Ms. Cohen could discuss this as well
- Dr. Caple will touch base with the attorney to notify her that the Board would like to meet with her and will notify Chairman Putnam as well.

Other Business

No Other Business was discussed.

Meeting Adjourned at 8:17 am

VRH BOARD EXECUTIVE COMMITTEE

Minutes

July 14, 2022

Attendees: Attorney Laurie Cohen, Patti Putnam, Terri Decker, Jocelyn Caple, Bryan Huot, Tom Sullivan, Eric Crainich, Jean Shaw, Juliann Barrett, Katie Lajoie, Lisa Richmond, Sam Shields, James Borchert

Meeting called to order at 7:31 am.

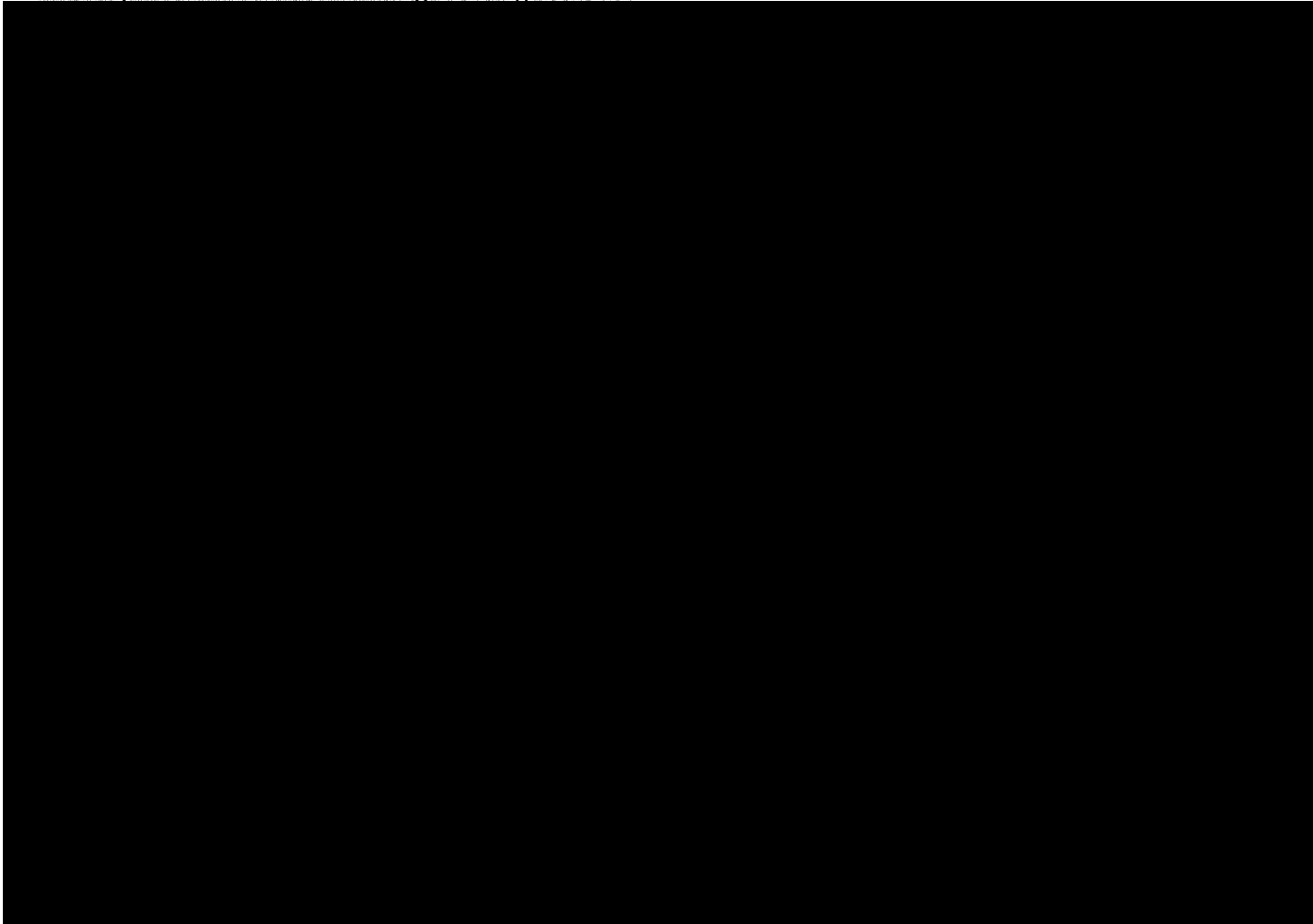
Minutes

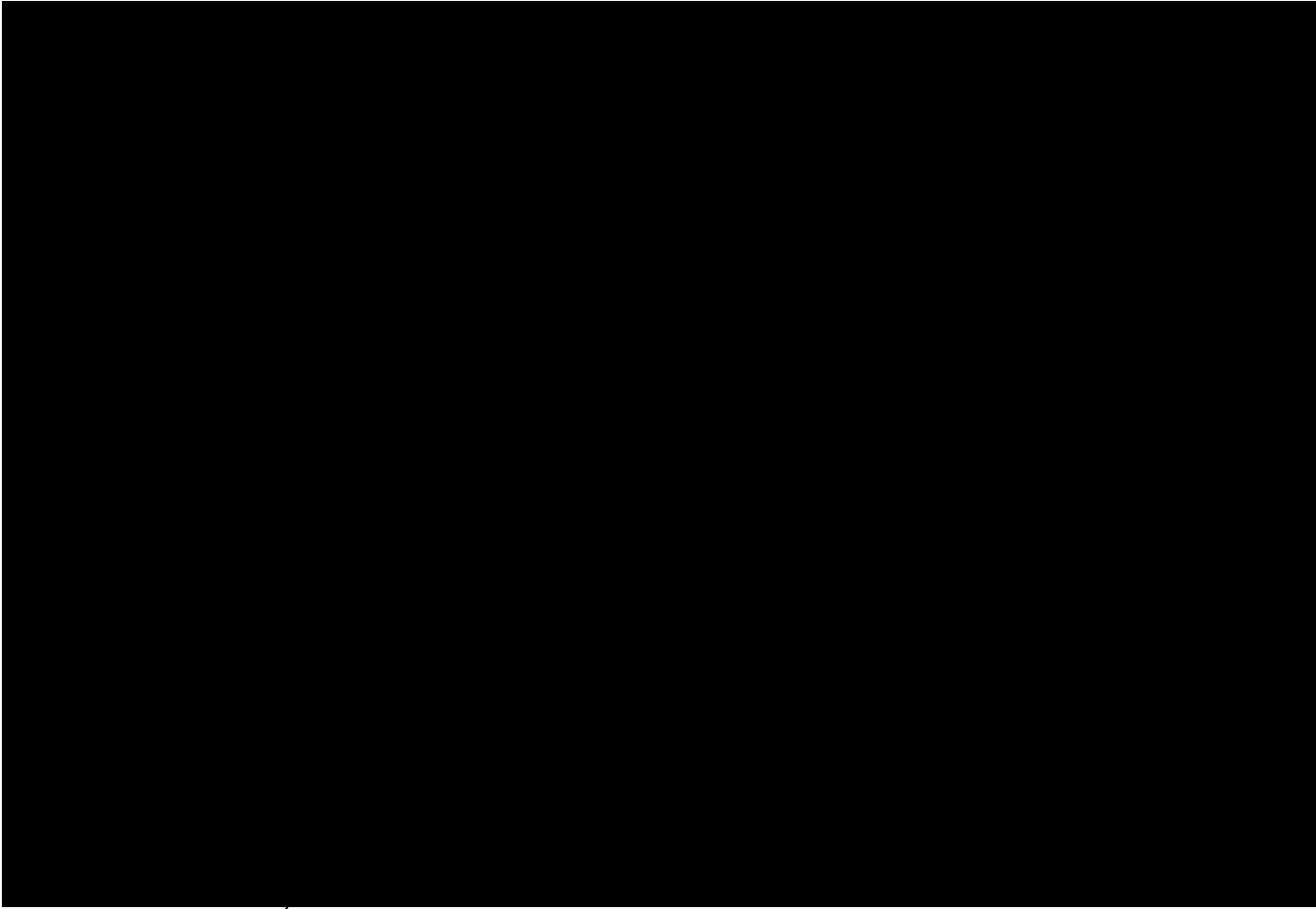
Motion made and seconded (T. Decker/L. Richmond) to pass the May, 2022 minutes. None opposed. Motion to pass minutes for the May, 2022 Executive/Governance passed.

VOTE: Motion passed to approve the May, 2022 VRH Executive Governance minutes.

Integration Agreement – Attorney Laurie Cohen

Attorney Cohen reviewed the integration agreement.



- 
- If anyone has questions, please send those questions to Patricia Putnam or Dr. Caple and they will forward to Attorney Cohen for a response and will post the question and answer to the full board.
 - The next board meeting will be August 3; there will be a regularly scheduled board meeting on August 24.

Other Business

No Other Business was discussed.

Meeting Adjourned at 8:33 am

VRH BOARD EXECUTIVE COMMITTEE
Minutes
September 8, 2022

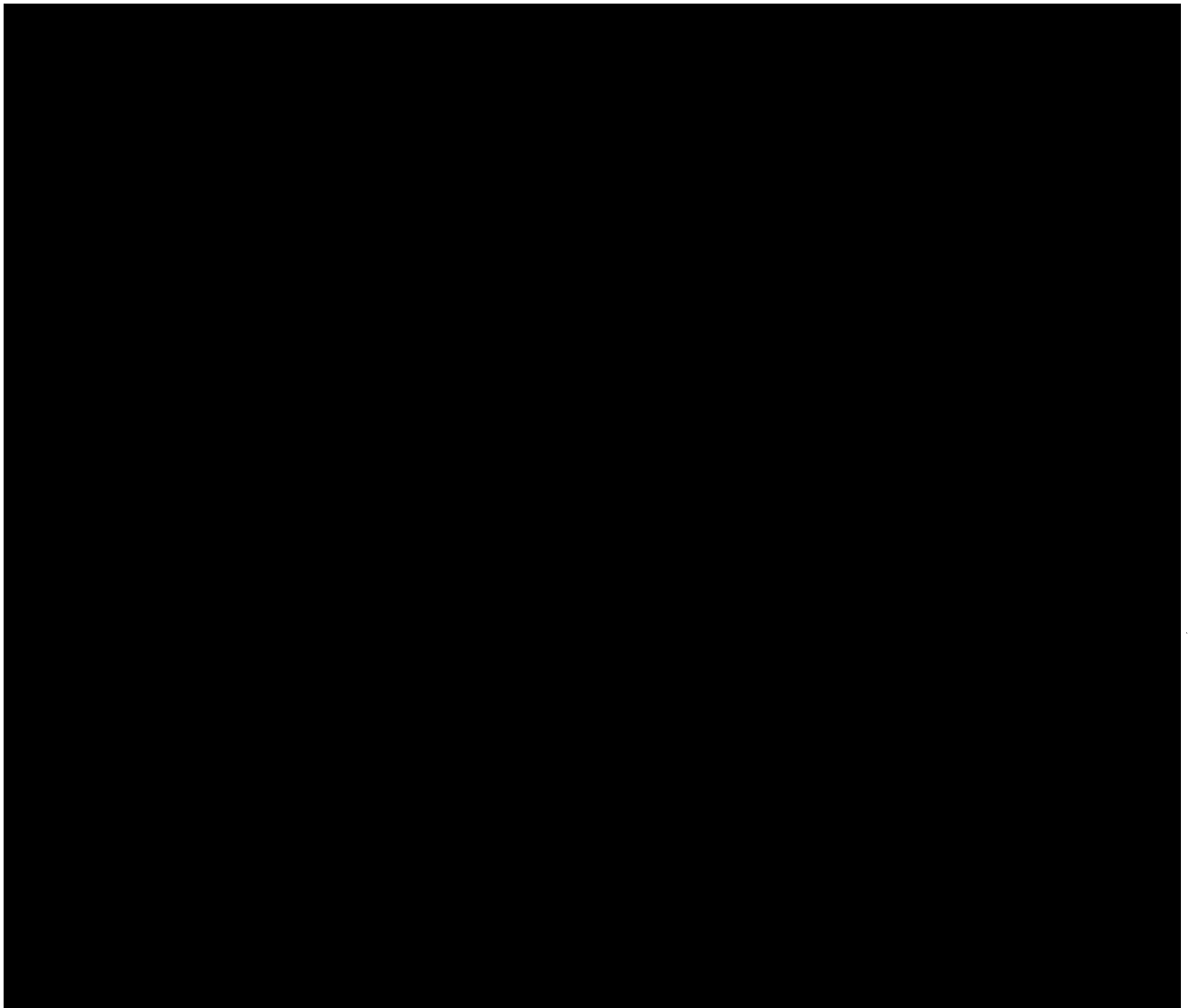
Attendees: Attorney Laurie Cohen, Patti Putnam, Terri Decker, Jocelyn Caple, Bryan Huot, Eric Crainich, Juliann Barrett, Katie Lajoie, Lisa Richmond, Sam Shields, James Borchert, Jean Shaw, Gailyn Thomas, Alex Scott

Meeting called to order at 7:33 am.

Integration Agreement – Attorney Laurie Cohen (Redlined Copy Attached to Minutes)

Dr. Caple thanked the Board members and Attorney Cohen for joining this meeting to review the updated Agreement.

Attorney Cohen presented the current modifications.





Dr. Caple

- Dr. Caple reported that there was a good turnout at the employee listening session.
- Dr. Caple expressed thanks and appreciation to Patti Putnam and the Board members who attended the employee listening sessions.
- Tonight is the public listening session.
- Dr. Caple and Dr. Conroy have a joint interview with the Union Leader today.
- An Overseers meeting has been scheduled for Monday, September 19 at 5:00 pm.
- DH will have its Board meeting on September 23. They will approve this agreement at that meeting. VRH will have its regularly scheduled board meeting on September 28.
- With due diligence, VRH is well over 80% with the VRH submissions. In regards to the DH submissions to VRH, VRH will work on reviewing those documents and presenting those to the Board.

Meeting Adjourned at 8:44 am

VRH BOARD EXECUTIVE COMMITTEE

Minutes

October 13, 2022

Attendees: Patti Putnam, Terri Decker, Jocelyn Caple, Bryan Huot, Eric Crainich, Lisa Richmond

Meeting called to order at 7:31 am.

Approve Minutes of the July 14, 2022 and the September 8, 2022 Meetings

Motion made and seconded (P. Putnam/B. Huot) to pass the July 14 and September 8, 2022 minutes. None opposed. Motion to pass minutes for the July and September, 2022 Executive/Governance minutes passed.

VOTE: Motion passed to approve the July 14, 2022 and September 8, 2022 VRH Executive Governance minutes.

Affiliation Update

Dr. Caple reviewed the status of the affiliation. Attorney Cohen is working on the application packet that will be submitted to the State. Once submitted, the State has 180 days for review. John Kakavas will be leaving DH. Mr. Kakavas is the individual from DH who has been working with VRH on the affiliation. Stephen LeBlanc assured VRH that Mr. Kakavas leaving would not slow down the process. There is a plan to engage Mr. Kakavas to continue his work through this affiliation to assist in its completion.

Interim CEO Process

Dr. Caple stated two remarkable candidates have been identified for the interim CEO position, Steven Gordon and Richard Guarino. The plan is to have them interview with the senior team at the beginning of next week and then have the Executive Committee interview the final candidate or candidates. It was decided to conduct the interviews in person. Candidates are expecting a six-month position as a minimum and a year at the longest. Neither candidate is a physician. Dr. Caple suggested having Dr. Barrett, as the President of the Medical Staff, sit on the Executive Committee if the interim CEO is not a physician. The Executive Committee members felt that it would be helpful to have Dr. Caple and Dr. Perras attend the interim CEO candidate interviews.

Board Membership, January 2023

In January, VRH will hold its annual meeting and will vote on board members and overseers. Gailyn Thomas is resigning from the Board as her clinical work has increased. That will leave the board with 11 members. Valley will not need to replace her with a new board member. Three individuals are at the end of their second term. Dr. Caple will reach out to Cindy Burr to ask if she will be maintaining her status on the Board.

Other Business

Patricia Putnam asked if the hospital still follows the mask mandate. VRH continues to follow a mask mandate.

Meeting adjourned at 8:02 am.

VRH BOARD EXECUTIVE COMMITTEE
Minutes
November 10, 2022

Attendees: Patti Putnam, Terri Decker, Jocelyn Caple, Bryan Huot, Eric Crainich, Lisa Richmond

Meeting called to order at 7:33 am.

Approve Minutes of the October 13, 2022 Meetings

Motion made and seconded (T. Decker/P. Putnam) to approve the October 13, 2022 minutes. None opposed. Motion to approve minutes for the October 13, 2022 Executive/Governance minutes passed.

VOTE: Motion passed to approve the October 13, 2022 VRH Executive Governance minutes.

Interim CEO Progress

Chairman Putnam read a notice from Stephen LeBlanc of Dartmouth Hitchcock. This notice was regarding 1. Appointment and 2. Terms and Conditions of appointment and provisions. Ms. Putnam read the notice in entirety including all provisions.

Motion made and seconded (T. Decker/E. Crainich) to approve the appointment of Steven Gordon to the interim CEO position and all provisions with the interim CEO position.

VOTE: Motion passed to approve the appointment of Steven Gordon to the interim CEO position and all provisions with the interim CEO position.

Ms. Putnam reported that Mr. Gordon emailed her to thank the Board for selecting him as the interim CEO. Dr. Caple stated that an announcement will be sent out to VRH staff regarding Mr. Gordon's appointment.

AG Affiliation Update

- Mr. Gordon will be in the interim CEO position until June 1.
- The packet has not yet been submitted. Due diligence is ongoing. The materials will be submitted upon completion of VRH due diligence of requested DH items.
- The compliance and legal due diligence is ongoing.
- The goal is for the packet to be submitted next week.

- Discussion was held on the synopsis write up for Exhibit 1. Members of the Executive Committee felt this accurately articulated the process for affiliation thus far. Dr. Caple will verify the list of the public listening sessions has been included in the materials.

Annual Meeting Planning

- Mr. Gordon will be conducting the annual meeting.
- Dr. Caple posed the question of how the meeting should be held – remote, in-person or a hybrid. Dr. Caple asked Ms. Decker if the CSB community room would be available. Ms. Decker stated the room would be available. The committee discussed the options.
- Dr. Caple discussed options for a guest speaker and possible topics. Ms. Putnam suggested having the main topic center around what Valley offers to the community. The group commended this concept.

Integration Committee

- Dr. Caple outlined the integration components and what the Board will need to review. Governance after integration will be an item the Board will need to review and be involved in.
- Integration meetings occur every other week. Dr. Caple noted that members from each executive committee from MAHHC and VRH will be joining the meetings once a month. Chairman Putnam will be included. Chairman Putnam reported that Cindy Burr does not wish to remain on the Board. Michael Fuerst has agreed to be appointed to the Board in her place.

Board Membership, January 2023

VRH does have a few Board members who will be up for reappointment at the annual meeting. Dr. Caple will reach out to those board members for confirmation of reappointment.

Other Business

Dr. Caple reported that VRH is experiencing issues with anesthesia services. She outlined the current situation. Moving forward, VRH may go with a regional anesthesia group that already services other area hospitals. This group has a float pool, which would lower the incidence of no coverage. The target date is December 31; however, it may be sooner.

The Committee discussed the upcoming December Board meeting. It was decided to have the meeting in person with a remote option.

Meeting adjourned at 8:20 am.

VRH BOARD EXECUTIVE COMMITTEE

Minutes

January 12, 2023

Attendees: Patti Putnam, Terri Decker, Steven Gordon, Bryan Huot, Lisa Richmond

Absent: Eric Crainich

Meeting called to order at 7:34 am.

Approve Minutes of the November 10, 2022 Meetings

Motion made and seconded (B. Huot/T. Decker) to approve the November 10, 2022 minutes. None opposed. Motion to approve minutes for the November 10, 2022 Executive/Governance minutes passed.

VOTE: Motion passed to approve the November 10, 2022 VRH Executive Governance minutes.

Anesthesia and Hospitalist Updates

- New anesthesia group starting on the 16th of January, Medstream. Mr. Gordon had worked with them previously and this is a great company and will be a great asset to the facility. Medstream works with many of the area hospitals. A non-disparagement clause was signed for the previous anesthesia service.
- Hospitalist Program – Last Friday was the first day that HMS provided the hospitalist services. This company will provide hospitalist services for the in-patient units. HMS has a very strong track record. Dr. Frithsen and a couple of the other providers will remain at the hospital under HMS. HMS has also implemented a tele-health program. For the most part, this transition has occurred smoothly.

Affiliation Update

- We are working to provide the submission for the AG's office. We are working to provide all responses to Attorney Cohen by Monday and she will submit to the AG's office by Friday, which is the deadline. Mr. Gordon asked the Committee if they would like to see what will be submitted. When Laurie files with the AG, a packet will be sent to the Board of the documentation provided to the AG. Mr. Gordon will discuss this matter with Attorney Cohen.

CEO Orientation

- Mr. Gordon noted that without a CMO, VRH has to have a strong communication with the Medical Staff. He has taken senior leadership and split that group into two meetings. The meeting schedule will now be a 1-2 senior meeting and then 4-5 there will be a meeting with senior leaders and medical staff, including Dr. Barrett and Dr. Rudner. This meeting will

concentrate on items that affect the medical staff. The providers are excited about the prospect of a conduit of communication to the senior leadership team. This will be the bridge until VRH has a CMO.

- Mr. Gordon received a hospital tour with Alan Owens. He is incredibly impressed with the infrastructure of this hospital. There is some work to do in certain areas and those projects are moving forward. Mr. Gordon has worked with our architect Lavallee Brensigner in the past and is very familiar with them. He was somewhat concerned about the cost. He does have connection to a builder to talk about his projects and what his budgeting standpoint would be. There will be more information provided on this. Mr. Huot is the Board representative on the planning. Mr. Huot is very encouraged to see Mr. Gordon looking deeply into the numbers to see where improvements could be made. Mr. Gordon is meeting next week with the medical office building construction representatives.
- Mr. Gordon has been meeting with staff during their staff meetings to get to know folks. Everyone has been very welcoming.
- Mr. Gordon would like to focus on expanding surgical services and additionally concentrate on quality as well. Laura Hagley will be working with senior leadership on this.
- Mr. Gordon reviewed the VRH Organizational Chart. This has been updated to reflect the most recent changes.

Other Business

- Beverley has announced her retirement as of June 2023. VRH needs to begin the recruiting process for her replacement. Mr. Gordon would like to recruit for a COO/CNO position. This will broaden the recruiting pool. He is in the process of developing a job description. The medical staff coordinator position should move under the Quality Department. A transition plan for that position will be drafted.
- The senior team has put together a really wonderful PowerPoint for the Annual Meeting next week. Mr. Gordon is very impressed with all the work of this hospital and the work VRH has done in regards to mental health services, which will be a component of the presentation.
- Mr. Gordon stated that if the Board has any questions, please reach out to him. He looks very to working with everyone.

Meeting adjourned at 8:08 am.

DRAFT

**VRH BOARD EXECUTIVE COMMITTEE
Minutes
November 11, 2021**

Attendees: Patti Putnam, Terri Decker, Jocelyn Caple, Eric Crainich, John Tomlinson, Lisa Richmond

Guest: Laurie Cohen, Nixon Peabody
Jean Shaw, CFO

Meeting called to order at 7:33 am.

Dr. Caple wished everyone a happy Veterans Day and thanked anyone who served or who has family members who have served for their service.

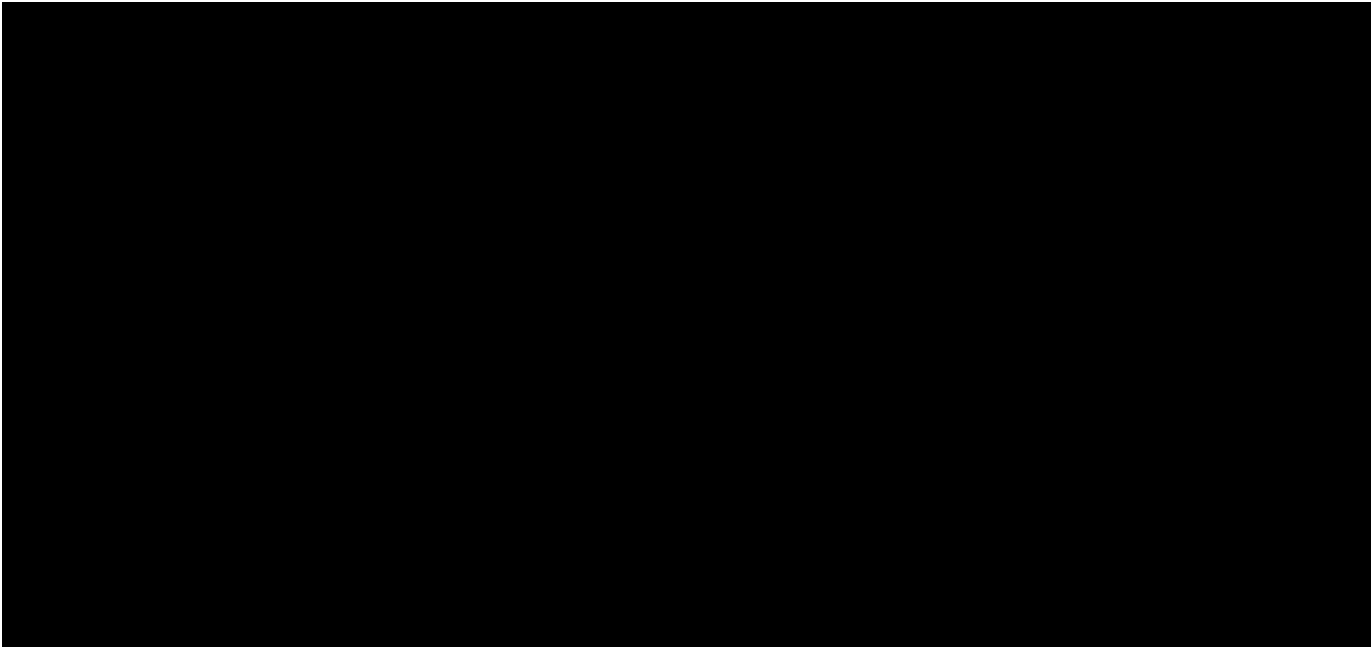
Minutes

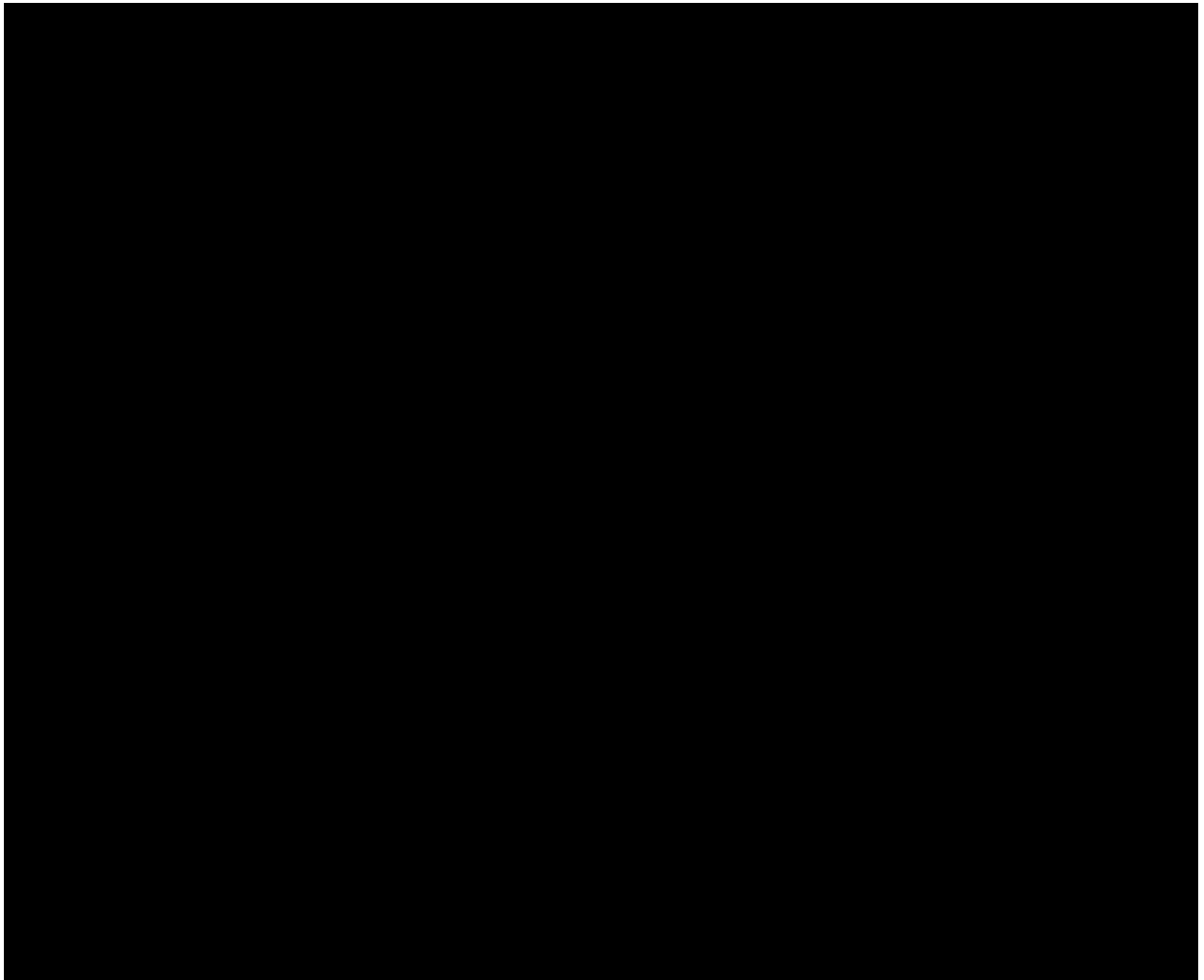
Motion made and seconded (P. Putnam/T. Decker) to pass the August, 2021 and October, 2021 minutes. None opposed. Motion to pass minutes for August 12, 2021 and October 14, 2021 passed.

VOTE: Motion passed to approve the August 12, 2021 and October 14, 2021 VRH Executive Governance minutes.

Dartmouth Letter of Intent

Attorney Laurie Cohen reviewed the DH/VRH Letter of Intent.





Other Business

- USDA needs to be aware of Bylaws changes. VRH has just completed Bylaw changes. We have reached out to the USDA to approve the changes.
- VRH has a very high burden of Covid patients at this time. Ms. Shaw stated VRH is looking at adding negative pressure rooms so that we may accommodate additional Covid patients.
- Patricia Putnam gave a shout out to the VRH Urgent Care. She had a family member who received medical care at the VRH Urgent Care and the staff was wonderful.

Meeting Adjourned at 9:00 am



**Annual meeting of the Corporation
Valley Regional Healthcare
January 21, 2020**

Patti Putnam, Chair, called the meeting of the Assembly of Overseers to order at 5:35 PM and thanked everyone for attending.

Minutes

A motion was made and seconded to approve the January 22, 2019 minutes as presented.

Ms. Putnam presented this year's Governance Committee Report and announced the Assembly of Overseers and Board of Trustees for re-appointment.

Governance Committee Report

- Re-appoint to the Assembly of Overseers 5 year term (2020 – 2025)
 - Roy Barnes
 - Robert O'Landry
 - Ted Purdy
 - Michael Fuerst
 - Charlene Lovett
- Re-appoint to the VRHC/VRH Board of Trustees 3 year term (2020 – 2023)
 - Cynthia Burr
 - Tom Sullivan
 - Katherine LaJoie

A motion was made and seconded to approve the appointments to the Assembly of Overseers and Board of Trustees as presented.

There were no changes to the VRHC/VRH bylaws for this year.

The Assembly of Overseers meeting ended at 6:00 p.m., and the public meeting commenced. Ms. Putnam outlined CEO Peter Wright's move to Maine to assume a new position and the recruitment of Deanna Howard. Patti feels VRH is fortunate to have Ms. Howard as the interim President and CEO. Ms. Howard is a former VRH Board of Trustee, worked at DHMC and was the CEO of the Upper Connecticut Valley Hospital in Colebrook, NH.

Ms. Putnam introduced Lisa Richmond, Chair of the Finance Committee, to present the FY19 financial report.

Ms. Richmond reported that the financial overview depicts the fiscal year ended 2019 profit and loss and balance sheet for VRH. Overall, the numbers show an improvement in 2019 when compared to 2018.

- Net Patient Revenue increased 3.4% and total operating revenues increased 4.7% from 2018.
- Operating expenses increased 3.3% over last year. In general, salaries, benefits and professional fees increased 2.7% and make up 64% of the total operating expenditures for the system.
- Other increases in expenses include pharmaceutical costs and contracted clinical labor.
- Valley Regional experienced a loss of \$880,000 in operations; this is an improvement of 3.9% over 2018 operational losses and 3.5% better than budget.

- The balance sheet continues to remain strong and relatively unchanged from 2018. Cash and Equivalents were invested to long-term investments during 2019 to improve ability for future capital endeavors.
- Liabilities decreased overall and Net Assets improved from the 2018 position.
- From fiscal year 2015 to fiscal year 2019, VRH has reduced its operating losses by roughly 4.6 million. For the past two years, the operating losses have been reduced substantially and exceeded budgeted expectation. For FY2020, VRH budget is an aggressive -0.6% operating margin and a .67% total profit margin. With the first quarter of 2020 at a \$55,000 operating gain, the hospital is definitely headed in the right direction.

Deanna Howard, Interim President and CEO, welcomed everyone, thanked all for attending and for their continued support of VRH. Ms. Howard recognized the Assembly of Overseers, Board of Trustees, Providers, and VRH employees who make VRH such a wonderful facility. Valley would not be the organization it is without all of them. Ms. Howard stated it has been a joy and privilege to serve VRH and its community. Ms. Howard noted how she likes to read the VR Centennial booklet which is a condensed history of the VRH. Ms. Howard outlined the creation of VRH as Cottage Hospital and its growth into eventually becoming Valley Regional Hospital.

Ms. Howard reviewed what VRH has experienced in the last year and next steps for moving forward. These steps consist of having a strategic plan and improving financial performance. She outlined the facility's strengths and the issues for rural health care systems. The goal is to have the strategic plan complete by March 2020 and present the plan to the Overseers in May/June, along with a review of the progress on the F20 budget.

Ms. Howard introduced the keynote speaker Joseph Perras, CEO, Mt. Ascutney Hospital. Mr. Perras was the CMO of Mt. Ascutney in 2015 and in 2017 agreed to be the CEO. Mr. Perras worked at DHMC for 12 years prior to that.

Mr. Perras thanked Ms. Howard for inviting him to present at the VRH Annual Meeting. His presentation "Rural Healthcare Challenges and the Mt. Ascutney Journey" outlined the following:

- ✓ Purpose of the Rural Facilities
- ✓ Joining the System – Affiliation
 - Why affiliate
 - Length of Time for Affiliation
- ✓ Leadership Transitions – cultivating leaders
- ✓ Commitment to Quality and Patient Safety
- ✓ Culture Change – "Just Fill It"
 - Simplify referral process
 - Take MDs out of admissions workflow
 - Convert to all private rooms
- ✓ Getting/Staying Lean
 - Challenges
 - Maximizing Non-operating Revenue
 - Grants
 - Expense/Cost Reduction
- ✓ Regional Strategy
 - Building a sustainable model for healthcare in the region
 - Creating centers of excellence
 - Consolidation of leadership teams

In closing, he thanked everyone and wished everyone well. Ms. Howard thanked him for the informational presentation and wished everyone safe travel home.

The Annual Meeting adjourned at 7:00 PM.

Respectfully submitted:
Tammy Wilson
Executive Assistant



Valley Regional Healthcare

Compassion | Accountability | Respect | Excellence | Service

Annual Meeting of the Corporation Valley Regional Healthcare January 19, 2021

Patti Putnam, Chair, called the meeting of the Overseers meeting to order at 5:00 PM.

Minutes

Motion made and seconded to approve the January 20, 2020 minutes as presented.

Ms. Putnam presented this year's Governance Committee Report and announced the Assembly of Overseers for re-appointment:

Governance Committee Report

- Reappoint to the Assembly of Overseers 5-year Term (2021 – 2026)
 - Joan Baillargeon
 - Donald Chabot
 - Robert Cricco, MD
 - Martha Maki
 - Richard Seaman

Motion made and seconded to approve the re-appointments to the Assembly of Overseers as presented.

Guest Speaker – Joanne Conroy, DH (PowerPoint Presentation)

Patricia Putnam thanked the Valley Regional staff their hard work and commitment. This last year, the VRH staff have given so much to the community. Community healthcare workers are literally doing everything they can to save this community and she appreciates it.

She introduced Dr. Joanne Conroy, President of DHMC, as the guest speaker. As CEO of New Hampshire's only academic health system, Dr. Conroy has overseen significant positive changes, including a dramatic turnaround in the D-HH system's financial performance, the announcement of two major new expansion projects and a strategic planning process that will guide the organizations into the future.

Dr. Conroy presentation "The Lifecycle of Health Systems: The Successes, Bumps and Bruises" detailed the value, benefits and difficulties in consolidated healthcare systems.



Dr. Conroy thanked Dr. Caple and the VRH Board for inviting her to attend and present at this year's VRH Annual Meeting.

Finance Report – Lisa Richmond, Chair, Finance Committee

- Challenging year with Covid-19
- Net patient revenue decreased from 2019
- CARES Acts offset some losses
- Operating Expenses decreased 2.1% from 2019
- Salaries, benefits and professional fees make up 61% of the Total Operating Revenue
- 12% reduction in contract labor
- 1.76% positive margin in operations
- Balance sheet continues to remain strong
- Cash and Equivalents increased due to stimulus and loan funding that offset expenditures due to the pandemic.
- Liabilities increased for short-term stimulus loan and Net Assets improved from 2019.
- Patient revenue was on target when COVID hit. Many New Hampshire hospitals began curtailing services to focus on the pandemic and deploy staff to train in other departments.
- Lowest volume experienced in April. In May, VRH began reopening services. By June, revenues had increased closer to budget.
- With continuous efforts to increase volumes, reduce expenses and provide excellent patient care, VRH continues to be on a trajectory towards a positive margin and exceeding budgeted expectations.

Ms. Richmond expressed her thanks and gratitude to everyone at Valley Regional for doing an outstanding job.

Operations Reports – Jocelyn Caple, Interim President and CEO, CMO

Dr. Caple introduced herself. She is the CMO, President and CEO for Valley Regional Hospital. Dr. Caple comes from Frisbee Hospital. During her tenure at Frisbie, Dr. Caple was a member of the medical staff, President of the Medical Staff, Chief Medical Officer and ultimately Chief Executive Officer. She is excited to have the opportunity to continue moving toward Valley's strategic goals and to work in collaboration with Mt. Ascutney and Dartmouth Hitchcock Health. Dr. Caple thanked Deanna Howard for the work she did prior to Dr. Caple coming on board at Valley Regional.



Valley Regional Healthcare

Compassion | Accountability | Respect | Excellence | Service

- VRH's core values have really shown through this year
- VRH is small but mighty, offering a huge breadth of services
- Prior to Covid, VRH was meeting and exceeding targets
- Quality Department has worked on and developed policy and procedure changes
- Infection Prevention managed many of the Covid protocols
- COVID – globally - 91M cases and 2M deaths
- US has 400K deaths, NH - 52,000 cases/900 deaths
- VRH has had 16 Covid positive patients; most of whom have come to us after the holidays.
- During the summer, VRH was the lowest in the State for Covid related cases. Sullivan County is in the middle, and Claremont is a hot spot.
- To date, VRH has tested 7,000 people.
- Almost complete with the Phase 1A vaccinations.
- Planning for patient vaccinations, which the Governor states will start on January 26.
- VRH has been able to push forward with other innovations:
 - Revamped Occupational Health and expanded Rehab services
 - Recruited new talent
 - Many employees at Valley have donated hours to community services; food banks, coat drives, humane society, etc.
- As the pandemic gets under control, VRH will refocus on strategic partnerships and financial goals.
- Do all the good you can, in all the ways you can, to all the souls you can, in every place you can, at all the times you can, with all the zeal you can, as long as ever you can.

Dr. Caple thanked the VRH staff and the community for welcoming her and providing her with the opportunity to lead this fabulous organization during this pivotal time in its history.

Meeting adjourned at 6:39 PM.

Respectfully submitted:

Tammy Wilson
Executive Assistant



Valley Regional Healthcare

Compassion | Accountability | Respect | Excellence | Service

Annual Meeting of the Valley Regional Assembly of Overseers and Valley Regional Healthcare and Hospital Corporations January 18, 2022

Trustee Bryan Huot called the meeting to order at 5:15 PM and welcomed the attendees. Mr. Huot thanked Valley’s doctors, nurses, and resilient staff for the hard work they have accomplished during these trying times.

Mr. Huot provided a brief overview of the meeting itinerary.

Approval of the January 19, 2021 Minutes

A motion was made and seconded (A. Scott/T. Sullivan) to approve the January 19, 2021 minutes as presented. All in favor. None opposed. Motion to approve the minutes of the January 19, 2021 Annual Meeting of the Valley Regional Assembly of Overseers and Valley Regional Healthcare and Hospital Corporations passed. No questions were posed.

VOTED: to approve the January 19, 2021 minutes as presented.

Mr. Huot presented this year’s Governance Committee Report and announced the Assembly of Overseers and Board of Trustees appointments.

Governance Committee Report

Mr. Huot presented the appointments.

- Reappoint to Board of Trustees 3-year Term (2022 – 2025)
 - James Borchert
 - Scott Bouranis
 - Eric Crainich
 - Alex Scott
 - Bryan Huot
 - Patricia Putnam
 - Lisa Richmond
 - Gailyn Thomas

A motion was made and seconded (J. Borchert/ S. Bouranis) to approve the reappointments of the Board of Trustees to a three-year term. All in favor. None opposed. Motion for the reappointment to the Board of Trustees passed. No questions were posed.

VOTED: to approve to approve the reappointments of the Board of Trustees to a three-year term.



Valley Regional Healthcare

Compassion | Accountability | Respect | Excellence | Service

- Reappoint to the Assembly of Overseers 5-year Term (2022 – 2027)
 - Matt Blanc
 - George Grabe, DMD
 - Alexander Herzog
 - Mike Satzow
 - Carol Vivian
 - Patricia Putnam
 - Roz Caplan
 - Reginald Greene
 - Bernard Rosen, MD
 - Robert Sprano
 - James Borchert
 - Tom Sullivan

A motion was made and seconded (L. Richmond/J. Tomlinson) to approve the reappointments of the Overseers to a five-year term. All in favor. None opposed. Motion for the reappointment to the Assembly of Overseers passed. No questions were posed.

VOTED: to approve the reappointments of the Overseers to a five-year term.

- Appoint to the Assembly of Overseers 5-year Term (2022 – 2027)
 - Cynthia Burr
 - Katherine LaJoie
 - Terri Decker

A motion was made and seconded (T. Sullivan/J. Tomlinson) to approve the appointments of the Overseers to a five-year term. All in favor. None opposed. Motion for the appointment of the Board of Trustees to the Assembly of Overseers passed. No questions were posed.

VOTED: to approve the appointments of the Overseers to a five-year term.

Mr. Huot concluded the meeting of the Assembly of Overseer’s and commenced with the public portion of the meeting.

Finance Report – Lisa Richmond, Chair, Finance Committee

Ms. Richmond, Treasurer of the Board of Trustees, thanked everyone for attending this year’s annual meeting. Ms. Richmond provided the FY 2021 financial report for Valley Regional Hospital.

- Valley Regional Hospital remains strong.
- Gross Patient Service Revenue volumes were similar to that of 2019 but it was a struggle to meet the budgeted expectations. However, in the latter half of the year, volumes began to increase and targets were meet, creating an overall upward trend for the year.

- Cash and Other Current Assets decreased with the continued payment of stimulus loan funding from 2020 which also decreased the Liabilities. With the added market increase on the investment portfolio, the Net Assets have increased over the 2020 position.
- Operating expenses increased 7.7% over last year. In general salaries make up 63% of operating system.
- Hospital has suffered staffing shortages.
- Supply costs have increased.
- VRH received 7.5% improvement in margins
- Goal of Valley is be a financially strong community hospital, invest in capital upgrades which will allow our facility to provide the best service possible to the community.
- 2021 improvements
 - Overall financial improvements
 - Upgrade to facilities include:
 - New Inpatient beds
 - LED surgical lights
 - Lab testing equipment
 - Ultrasound equipment
 - PT equipment
 - New patient monitoring systems
 - Negative air pressure system
 - Refresh of the parking lot
 - New reminder system for appointments

No questions were posed.

Operations Reports – Dr. Jocelyn Caple, Interim President and CEO, CMO

Dr. Caple presented the 2021 Operations Report.

- VRH continues to be a small but mighty force.
- Dr. Caple reviewed the current service lines, outlining the services that are completed in collaboration with DH and Mt. Ascutney.
- Covid interfered with appointments for services and affected volumes with the exception of therapy visits, which saw a 23% increase.
 - VRH has been working closely with Mt. Ascutney to grow this program, sharing knowledge, equipment and education. This provides growth opportunities and job satisfaction.
 - Therapies patient satisfaction surveys are stellar.
- Dr. Caple reviewed the quality measures that were developed/improved in 2021.
 - Policy and Procedure Management



Valley Regional Healthcare

Compassion | Accountability | Respect | Excellence | Service

- Risk
 - HHS Daily Monitoring
 - Zero serious reportable safety events in 2021
 - Professionalism training for all staff
 - Tracking Level of Harm of all incidents using same naming system as DHMC affiliates.
- Infection Prevention
 - Staff and patient testing protocols
 - Rounding all areas
 - Managing Covid, contact tracing
- Incident Command and emergency preparedness
 - Incident Command is the system to respond to the Covid crisis. VRH is currently at a Level III: Significant Tax, Significant change in operations.
 - Coordinating supplies, staff redeployments, etc.
 - Code White management
- Compliance
 - VRH at 100% compliance for daily reports
- Covid Snapshot
 - VRH has taken care of 176+ Covid positive inpatients.
 - 19,334 Covid tests have been completed at Valley Regional Hospital.
 - 98% of VRH staff is vaccinated.
- Plans for 2022 and Beyond
 - DH, MAHHC and VRH have expressed a desires to create an integrated regional care system for Sullivan and Windsor counties.
 - Currently working on closer quality and safety coordination. Some leadership roles have been integrated, such the Director of Rehab and the Lab Director.
- VRH was awarded by the Claremont Chamber of Commerce to be the recipient of the Non-profit Organization of the year Award.
- VRH is incredibly proud of our service men and women. VRH is the recipient of the Patriot Award. Our organization fully supports our serviceman and women.
- VRH was able to do some employee appreciation events due to generous donations.
- VRH was able to offer a merit increase this year and do market adjustments as well.
- Dr. Caple thanked the NH Hospital Association, DH Dart, Golden Cross Ambulance, the NH Medical Society, Mt. Ascutney Hospital, the Claremont Police Department, NCH Upper Connecticut Valley Hospital, Senator Ann



McLane Kuster and Senator Jeanne Shaheen. And thank you to the two new National Guard members who are here at Valley to assist.

- Dr. Caple thanked the patients, the Overseers, and the Board of Trustees, the wonderful senior team for their dedication, and the medical staff leaders for stepping up during this uncharted territory, and every staff member for everything they do and for supporting the entire community.

Guest Speaker – Dr. Michael Calderwood, DH (PowerPoint Presentation)

Mr. Huot introduced Dr. Calderwood. Dr. Calderwood was named Chief Quality Officer of DHMC in February 2021. He had served as Associate Chief Quality Officer for D-H since 2019. As Chief Quality Officer for DHMC, his responsibilities include management and oversight of the integration of safety, quality, patient experience and value/process improvement activities. Dr. Calderwood joined Dartmouth-Hitchcock in 2016, and is an Associate Professor of Medicine at the Geisel School of Medicine at Dartmouth. He is an active physician in the Section of Infectious Disease and International Health, and is board certified in Internal Medicine and Infectious Disease.

Dr. Calderwood presented “Covid-19, The Surge in Northern New England and What Lies Ahead.” Highlights from the presentation include:

- The United States is currently averaging ~800,000 new confirmed cases of Covid daily.
- Over 20% of inpatient beds are currently being used to care for Covid-19 patients, including one third of ICU beds.
- Close to 850,000 Covid-19 deaths have been reported in the United States since the start of the pandemic.
- Omicron is milder compared to the Delta variant; however, it is much more transmissible.
- NH is approaching 236,000 confirmed cases since the start of the pandemic.
- VT is approaching 91,000 confirmed cases since the start of the pandemic.
- Breakthrough infections are only 3 percent of the population.
- Current modeling suggest a plateau, with only a slight increase beyond current state for NH hospitals through mid-February.
- VT currently has the highest number of hospitalized to date in the pandemic.
- Large increase in staff testing positive for Covid. Significant community transmission.
- Some data indicates that approximately 30% remain infectious to others 5 days after a positive test.
- Key points:
 - Must be afebrile greater than 24 hours without fever reducing medications
 - Must continue to wear a mask for an additional 5 days



Valley Regional Healthcare

Compassion | Accountability | Respect | Excellence | Service

- Void people who are immune-compromised
- Avoid people who are immunocompromised
- Avoid travel until after 10 days from onset of symptoms
- Avoid restaurants etc. until after 10 days from onset of symptoms/positive test
- Best approach is to a test at day 5 and continue to isolate to day 10 days if this is positive
- The booster is very important. Boosters can increase effectiveness in not getting a breakthrough infection.
- Those who are unvaccinated have a 10x risk of testing positive and a 20x risk of dying.
- Only 41% of the US population has received a booster.
- New Therapies:
 - Limited Supplies
 - Evusheld
 - Paxlovid
 - Sotrovimab

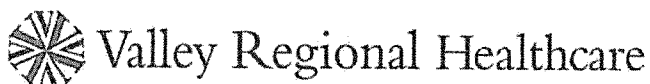
Dr. Calderwood thanked all the staff on the front lines for the work they do – day in and day out.

Mr. Huot thanked everyone for attending and stated that if anyone has any questions after the meeting, please direct those to Savannah Tyrrell at Valley Regional and she will forward to the appropriate person to address.

Meeting adjourned at 6:39 PM.

Respectfully submitted:

Tammy Wilson
Executive Assistant



Overseers Meeting August 16, 2021

Attendees: Jocelyn Caple, Bryan Huot, Katie LaJoie, Patricia Putnam, Richard Seaman, Terri Decker, Allan Berggren, Anthony DiPadova, Joan Baillargeon, Carol Vivian, Alex Herzog, Alex Scott, Roz Caplan, Michael Fuerst, Lisa Richmond, Eric Crainich, John Tomlinson, Mike Satzow, Reggie Greene, Charlene Lovette

Meeting called to order at 5:05 pm.

Dr. Caple outlined the proposed changes in the Bylaws Resolution. The amendments to the Valley Regional Healthcare Bylaws would be effective as of the date of the meeting, August 16, 2021, after a vote.

Following are the Bylaw amendments to be voted upon in the proposed Resolution:

1. Decrease Minimum Number of Trustees from 13 to 11
2. Remove President of LUAS Designee as *ex-officio* Trustee
3. Permit Election of Trustees at Regular Meetings
4. Increase Maximum Number of Consecutive Terms from Three to Four

Motion made and seconded to approve the amendments to the VRHC Bylaws; all in favor; none opposed; motion carried.

VOTED: to approve the VRHC Bylaws Resolution as presented.

A question was raised regarding a Dartmouth affiliation. Dr. Caple outlined the process of the affiliation process. COVID has affected the timeline for furthering discussions regarding a DHMC/VRH affiliation. Presently, DH and VRH may now be able to move ahead with discussions. A next step would be for DH and VRH to complete a Memorandum of Understanding and conduct due diligence. This process takes approximately 12-18 months to complete.

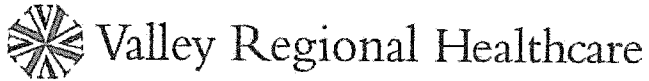
Dr. Caple discussed the many projects that are happening at the hospital. Primary care practices are being revamped, marketing in the community is increasing, upgrading of the facilities and strengthening the community reputation and relations. Urgent Care has been very strong and conducted Covid testing for the Claremont area; the staff did a wonderful job. Valley staff is

amazing; during the trying times of Covid, they took amazing care of patients, the community and each other.

Ms. Lovette asked about the VRH presence in the surrounding communities. VRH does not have a presence currently in Newport or Charlestown; we are now rooted to Claremont. Ms. Lovette expressed thanks to Valley for the participation in the back to school festival and undertaking lead testing.

Meeting adjourned at 5:31 pm.

Respectfully submitted:
Tammy Wilson
Executive Assistant



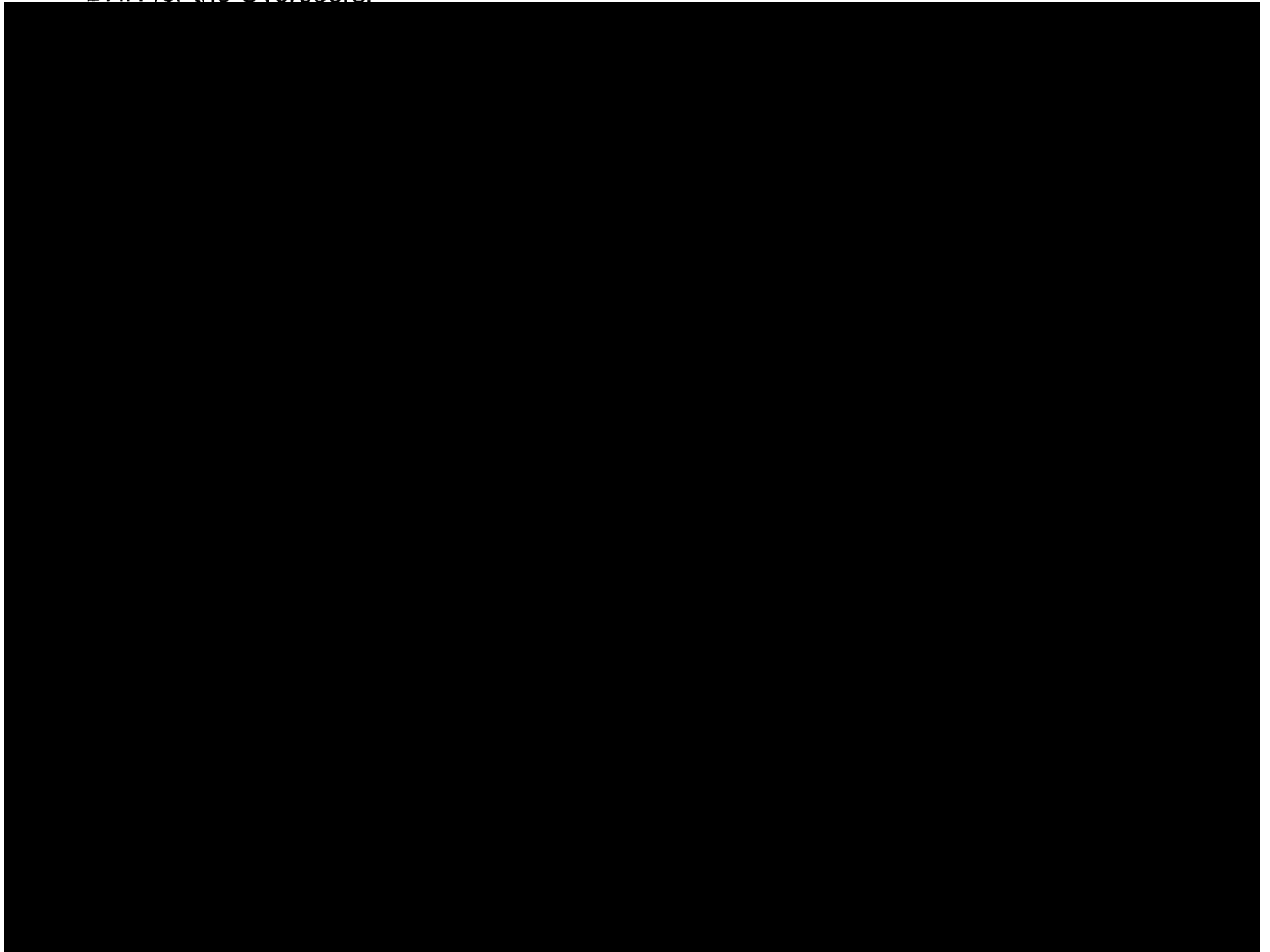
**Overseers Meeting – Minutes
November 30, 2021**

1. Welcome

Dr. Caple introduced herself and welcomed everyone to the meeting and started the meeting at 5:02 pm. Dr. Caple introduced Attorney Laurie Cohen.

2. DH Affiliation Informational Session – Attorney Laurie Cohen, Nixon-Peabody

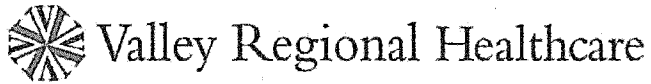
Attorney Cohen provided an informational session for the affiliation process with VRH-DHH for the Overseers:



Meeting adjourned at 5:30 PM

Respectfully submitted:

Tammy Wilson
Executive Assistant



**Overseers Meeting – Minutes
Special Meeting
September 19, 2022**

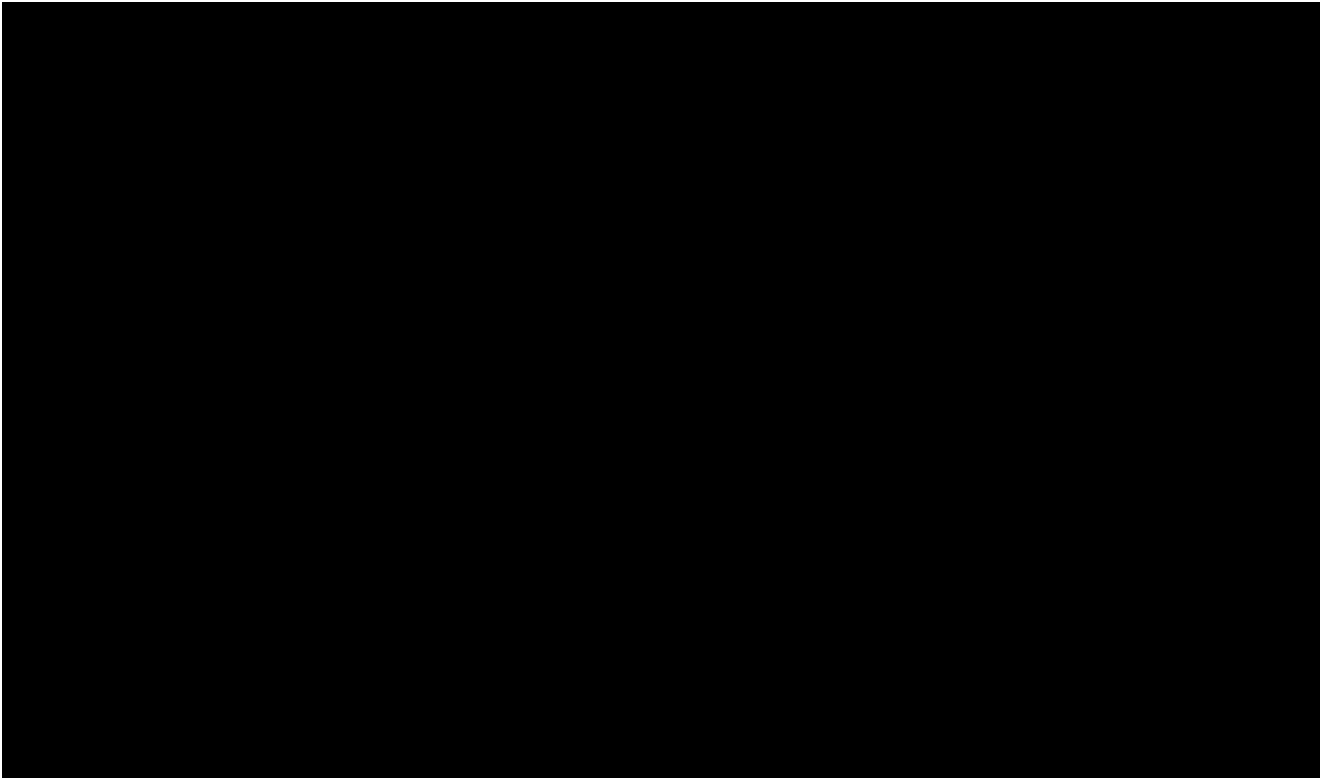
1. Welcome

Patricia Putnam started the meeting at 5:05 pm.

Dr. Caple provided a brief overview of the affiliation prior to and during Covid and a current look at the affiliation schedule.

2. Integration Agreement – Attorney Laurie Cohen, Nixon-Peabody

Attorney Cohen provided an overview of the process and reviewed the Integration Agreement. There will be some additional modifications to this agreement as the process proceeds.



Motion made and seconded (A. Herzog/J. Nelson) to approve the DH/VRH Integration Agreement. Twenty-five trustees in favor. One opposed. Motion carried.

VOTED: to approve the DH/VRH Integration Agreement.

- Discussion was held that the current Overseers will be kept informed on the status of the affiliation.

Motion made and seconded (A. Lafreniere/P. Putnam) to approve to adjourn the meeting. All in favor. None opposed. Motion carried.

VOTED: to approve adjourn the VRH Assembly of Overseers meeting.

Meeting adjourned at 6:10 PM

Respectfully submitted:

Tammy Wilson
Executive Assistant