



650 Elm Street
Manchester, NH 03101-2596
p: 603-225-4334 f: 603-224-8350

Mark S. McCue
mmccue@hinckleyallen.com
Direct: (603) 545-6128

October 2, 2020

Via Email (diane.quinlan@doj.nh.gov) and U.S. Mail

Diane Murphy Quinlan
Assistant Director of Charitable Trusts
Department of Justice
33 Capitol Street
Concord, NH 03301-6397

Re: Central New Hampshire VNA & Hospice - Change of Control Notice Pursuant to RSA 7:19-b

Dear Assistant Director Quinlan:

The following is in response to your September 11, 2020 request for additional information in connection with the Change of Control Notice filed under RSA 7:19-b (the "Notice") by Central New Hampshire VNA & Hospice ("Central VNA") in connection with its proposed merger into Concord Regional Visiting Nurse Association, Inc. ("Concord VNA"). The responses follow each specific request of your September 11th letter. The parties reserve the right to supplement these responses if additional information becomes available after their submission. Capitalized terms used but not defined below will have the same meaning ascribed to them in the Notice or the Merger Agreement.

- 1. Provide copies of any and all minutes of meetings of the Central VNA Board of Directors related to the merger with Concord VNA that were not provided with the Notice.**

*Attached as **Attachment A** are copies of the minutes of any meeting of the Central VNA Board of Trustees (the "Central VNA Board") at which the proposed transaction with Concord VNA was discussed and which were not provided with the Notice.*

- 2. If the Board of Directors considered within the past five years a merger, acquisition, or other form of affiliation with an organization other than Concord VNA, provide a description of the considered merger, acquisition, or affiliation, including the name of the potential partner: Provide the reasons why the merger, acquisition, or affiliation did not come to fruition, and provide copies of minutes of any Board meetings at which the merger, acquisition, or affiliation was discussed.**

In response to ongoing challenges with workforce recruitment and retention, and changes in the home health industry and health care generally, the Central VNA Board conducted a long-term strategic planning retreat on March 19, 2016. In addition to an environmental assessment of changes in the industry and service area, the Central VNA Board discussed strategies for addressing its workforce development and clinical capacity issues, and the possible provision of private duty nursing services. The Board identified an organizational affiliation as a long-term strategy, and concluded that it was better to pursue this avenue while Central VNA was healthy and financially strong.

*The Central VNA Board considered various affiliation partners, including a “vertical” affiliation with a hospital and a “horizontal” affiliation with other agencies including Concord VNA. It elected not to pursue an affiliation with smaller agencies because they would not provide the necessary scale for long-term viability, or with Concord VNA because Central VNA’s post-affiliation role would be smaller in comparison and because Concord VNA then was focused on assimilating a new chief executive officer. The Central VNA Board concluded that an affiliation with a visiting nurse organization of comparable size may provide better alignment and integration, and thus decided to approach the agency described in **Attachment B** (the “Potential Partner”).*

Following the March, 2016 retreat, the Central VNA formed a task force to pursue and evaluate a potential affiliation with the Potential Partner, known as “Project Autumn.” Central VNA and the Potential Partner executed confidentiality agreements and conducted monthly task force meetings from October, 2016 to January, 2017. The parties engaged Kevin Stone of Helms & Company, Inc. to facilitate the sessions, and Attorney John Malmberg of Orr and Reno to serve as counsel for the proposed affiliation. The joint task force identified affiliation goals and outlined any “deal breaker” terms.

In October, the CEO of Central VNA announced her retirement from the organization and relocation out-of-state, and the Central VNA Board formed a CEO search committee. On February 22, 2017, the Central VNA Board held a meeting facilitated by a consultant, Mary Lou Krambeer, to discuss its concerns about conducting two important and resource-intensive endeavors: Project Autumn and the CEO search. Because of the importance of the CEO search, the relative strength of Central VNA at the time, and the concern with the Potential Partner’s “deal-breaker” term that its CEO be the CEO of the combined organization, the Central VNA Board elected to suspend Project Autumn indefinitely so that it could concentrate on its CEO search.

*A copy of the Central VNA Board minutes pertaining to Project Autumn, and the agenda, joint goals and minutes of the joint task force meetings are attached as **Attachment B**. **Central VNA asserts that the materials in Attachment B are proprietary, financial and subject to contractual confidentiality restrictions, and thus are exempt from public disclosure pursuant to NHRSA 91-A:5(IV).***

- 3. Describe the status of negotiations with respect to Exhibits A, B, E, and F to the Merger Agreement. If the documents have been finalized, submit copies.**

*As required by Sections 3.2, 3.4, 3.5, 3.6.1, and 3.10 of the Merger Agreement, the Trustee Workgroup met to develop a proposed unified mission statement, the initial board of trustees of the Combined Entity, and revisions to the Articles of Agreement and Bylaws of Concord VNA to become effective on the Merger Date. The Trustee Workgroup has submitted each of these documents to the Central VNA Board of Trustees and the Concord VNA Board of Trustees for review and approval. Attached as **Attachment C** are the proposed Exhibits A, B, E and F to the Merger Agreement.*

*The proposed Exhibits were approved by the Central VNA Board on September 23, 2020. A copy of the Central VNA Board votes are included in **Attachment C**. The Concord VNA has not yet reviewed and approved these Exhibits, but it is scheduled to do so on October 13, 2020. A copy of the minutes of that meeting will be forwarded to you after they have been prepared.*

- 4. Explain whether the bylaws or other governing document of the Combined Entity will require representation from the communities currently served by Central VNA on the governing board of the Combined Entity following the "Integration Period." If so, please describe the requirement.**

Section 3.5 of the Merger Agreement expresses the Parties desire to have the Combined Entity Board reflect the diversity of the communities served by it "over time." This includes the communities currently served by Central VNA. Like most non-profit organizations (including the Parties), the Combined Entity will delegate Trustee nominations to a nominating committee which will evaluate candidates based on a variety of factors, including geographic representation, age, ethnicity, gender, experience and skills. The nature of the nominees is not "hard-wired" into the nomination process through the Bylaws because there often are no qualified candidates with a desired qualification in a given year, or there are two or more highly-qualified candidates possessing the same qualifications in a given candidate pool. The Parties also have experienced difficulties in recruiting Trustee candidates from many of the communities that they serve despite their best efforts. The Combined Entity Board nomination committee will have leeway to evaluate all factors and nominate candidates who, in the committee's well-considered judgment, will best serve the Combined Entity and its mission.

*Concord VNA's current Board candidate survey and current Board composition are attached as **Attachment D**. It is likely that, after the Merger Date, the Combined Entity Board will approve a charter of its nominating committee which includes representation of the communities served by the Combined Entity as a factor to be evaluated when considering candidates for nomination to the Combined Entity Board.*

5. Describe any plans developed by Central VNA and Concord VNA for the integration of their workplace cultures, processes, staff, employment practices and policies, pay and benefits, and philosophies. If the plans include engaging an organizational consultant, provide the name of the consultant.

In addition to the financial, operational and clinical integration analysis provided to the Central VNA Board and Concord VNA Board to inform their decision whether or not to enter into the Merger Agreement, as described in the Notice, the chief executive officers of Central VNA and Concord VNA have established the following Integration Plan:

a. Culture: *The Parties will engage an organizational consultant to assist them with a cultural evaluation and integration plan. They have met with Gerri King, Ph.D., President of Human Dynamics Associates, Inc., to discuss her possible engagement and have requested a proposal for services.*

b. Electronic Medical Records (EMR): *The Parties have formed an EMR task force. It holds weekly meetings, which began on September 17, 2020. The meetings consist of a demonstration and evaluation of each Party's current EMR system. Subsequent meetings will focus on developing short-term and long-term integration strategies and implementation steps.*

c. Staffing: *The chief executive officers of Central VNA and Concord VNA are evaluating staff needs and drafting job descriptions for any new positions.*

d. Employee Benefits: *The Parties have formed a benefits committee to evaluate pay levels and employee benefits and to make recommendations for integrating the compensation and employee benefits of the two organizations. Specific payroll information cannot be shared between the parties at this time but has been reviewed by Simione on behalf of the parties. Central VNA has begun meeting with its 403(b) retirement plan advisor and legal counsel to determine the transfer of Central VNA retirement benefits to Concord VNA's 401(k) retirement plan. The Parties hope to terminate the Central VNA 403(b) plan and roll it into Concord VNA's 401(k) plan by June 30, 2021.*

e. Investment Policy: *The Finance Committees of each Party will review their investment policies and make recommendations to a joint committee to be formed for the purpose of developing an integrated investment policy of the Combined Entity.*

f. Name and Branding: *The Parties jointly engaged Montagne Communications and a joint committee began working with Montagne this month to assist in the development of a name and branding strategy for the Combined Entity.*

6. Describe the uninsured, charity care, and financial assistance policies of Central VNA and Concord VNA and how the policies will change following the proposed merger.

The uninsured, charity care, and financial assistance policies of Central VNA and Concord VNA are largely similar. Each employs a sliding-scale of assistance based upon Federal poverty guidelines. Concord VNA's policy is to base "consideration for Financial Assistance... on an applicant's financial resources and Federal poverty guidelines.." Central VNA's policy is "to provide care to people who qualify for services but cannot afford to pay for them." Central VNA's policy is applicable only to home health care, hospice, and pediatric services, which comprise most of Central VNA's services. Concord VNA's policy applies to all the services it offers. Concord VNA expressly limits those who can access charity care to individuals with less than \$100,000 in assets, and requires that an applicant with greater than \$5,000 in cash or investment assets (\$10,000 or more in joint assets) apply those funds before any financial assistance is provided.

*Prior to the Merger Date, the Parties expect to integrate their uninsured, charity care, and financial assistance policies so that there is little deviation from the existing policies of each Party. A copy of their existing policies is attached as **Attachment E**.*

7. Describe any meetings senior management and/or the Boards of Directors of Central VNA and Concord VNA had with their employees regarding the proposed merger, including the dates of the meetings, the attendees, the information shared with the employees, and any concerns about the merger raised by the employees.

*Attached as **Attachment F** is a summary of the meetings among Central VNA senior management and Central VNA staff, together with various meeting materials.*

*Attached as **Attachment G** is a summary of the meetings among Concord VNA senior management and Concord VNA staff, together with various meeting materials. Please note that the presentation slides included in Attachment F also were used by Concord VNA for its staff presentations.*

8. Provide copies of the minutes of meetings of the Board of Directors of Concord VNA regarding the proposed merger.

*Attached as **Attachment H** are copies of the minutes of any meeting of the Concord VNA Board of Trustees (the "Concord VNA Board") at which the proposed transaction with Central VNA was discussed.*

9. With respect to each of the Central VNA donor-restricted funds listed in Appendix I, provide a description of the purpose of the funds, the dates and amounts of initial and subsequent contributions, and for each fiscal year for the past 5 years, the annual appropriation for expenditure from the fund.

Please see **Attachment I**.

10. According to the financial statements, Central VNA received a Paycheck Protection Program loan in the amount of \$1,100,000. How will the proposed merger affect the eligibility for loan forgiveness?

The proposed Merger will have no effect on the eligibility of Central VNA to receive forgiveness of the loan it received under the federal Paycheck Protection Program (the "PPP Loan"). Under the terms of the Paycheck Protection Program, eligibility for forgiveness is entirely dependent upon the use of the loan proceeds, and not the receipt of other income or corporate reorganizations or restructuring. Central VNA submitted its application for forgiveness of the PPP Loan on September 15, 2020. Almost all of the PPP Loan proceeds were utilized for the payment of payroll expenses, with a minor portion used for utility expenses. All of these uses are permitted under the Paycheck Protection Program and qualify the loan for forgiveness, and Central VNA has no reason to believe that it will not have the entire PPP Loan forgiven.

11. Provide a list of all Concord VNA donor-restricted funds, including a description of the purpose of the funds, the dates and amounts of initial and subsequent contributions, and for each fiscal year for the past 5 years, the annual appropriation for expenditure from the fund.

Please see **Attachment J**.

12. The Simione report estimates that the total cost for conversion to a new electronic medical record system, excluding the costs associated with selection and implementation, will be \$1.5 million. Have the parties obtained any estimates of the cost for conversion directly from electronic medical record vendors, and if so, what were those estimates?

*The EMR conversion costs contained in the Simione report were obtained for the sole purpose of estimating these costs for inclusion in the comprehensive assessment of the financial benefits of the Merger that the Central VNA Board of Trustees and the Concord VNA Board of Trustees weighed in deciding whether to enter into the Merger Agreement. A copy of the estimates used for the Simione report is attached as **Attachment K**. The Parties assert that the materials in **Attachment K** are financial and subject to contractual confidentiality restrictions, and thus are exempt from public disclosure pursuant to NHRSA 91-A:5(IV).*

Diane Murphy Quinlan
Assistant Director of Charitable Trusts
Department of Justice
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As noted in the response to Request #5 above, the Parties have formed a joint committee to evaluate their existing EMR systems and to develop a recommendation for integrating those systems. If the recommendation includes the procurement of a new EMR system, then the Parties will solicit competitive bids from reputable and qualified EMR vendors.

Please do not hesitate to contact me with further questions or concerns.

Sincerely,

A handwritten signature in blue ink, appearing to read "m. McCue", with a long horizontal flourish extending to the right.

Mark S. McCue

Enclosures

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Attachment A / Response 1

Copies of meeting minutes of Central VNA Board

Minutes
Board of Trustees
October 30, 2019

Location: Central New Hampshire VNA & Hospice, Laconia, NH at 5:30 pm

Present: Lisa Dupuis, David Emberley, Kristen Gardiner, Kristin Snow, David Huot, Susan Houghton, Connie Turner, Mark Edelstein, Cecile Chase, Andrew Livernois, Joel Arsenault, Leo Sanfacon, Robin Michaud, Brian Winslow.

Excused: Corrine Smith

The meeting was called to order by Kristen Gardiner.

Approval of Minutes

Kristen Gardiner opened the meeting with a request to approve the meeting minutes. M/
David Huot S/ Connie Turner

Executive Report:

- A. Annual meeting was big success from venue to food.
- B. New building renovations are underway. They have been renovating for four weeks and we have received no major surprises. Expected certificate of occupancy as December 6, 2019.
- C. Leadership is beginning to put changes into place in preparation for the new CMS payment model, patient driven grouper model (PDGM). Areas of our electronic medical record have been enabled in preparation such as warnings for future invalid DX codes.
- D. David Emberley is making his rounds to town meetings requesting town appropriation money.
- E. In regards to staffing, we have a few open positions remaining.
- F. Open enrollment for benefits will be occurring in the next month.
- G. The new Hospice Conditions of Participation took effect on October 1st. The impact of the payment cut will be reflected in the October financials. They reduced the routine level of care payment by 4.92%. CMS looks at the wage index and they made adjustments based on that.
- H. Hospice census remains in the high 50's to low 60's
- I. There is no news on the plans for Lakes Regional General Hospital
- J. Granite One Health (made up of CMC, Huggins and Monadnock Community Hospital has approved a combined relationship with Dartmouth-Hitchcock. It will be called Dartmouth-Hitchcock Health Granite One. Each hospital will keep their current name and local leadership.
- K. We are in the middle of having our generator installed for this office.

Committee/ Task Force Reports

A. Executive Committee-

- a. We have an unhappy neighbor from the Home and Garden Tour and despite our attempts to work with this neighbor, he has involved an attorney to try and acquire damages in the amount of \$8,000.00. We have spoken to the manager of the subdivision and he has deemed no visible damages. The neighbor who volunteered the house has also received a letter with a request for damages.

B. Finance Committee-

a. Financial Statements:

- i. Financial results for the 6 months ended September 30, 2019 are as follows: On \$4,538,294 of Operating Revenue, the agency has a gain from Operations of \$125,156. Non-Operating Revenue and Gains totaled \$268,752. These combine to a bottom line increase in net assets of \$393,908.
- ii. Operating Revenue was ahead of budget by 7%, and up over the prior year by 11%.
- iii. Operating Expenses were 4% above budget, and up by 15% compared to prior year.

b. Program Statements:

- i. Homecare shows a fiscal year to date net operating loss of \$384,244. Patient service revenue was up 1% over last year at \$2,772,829. Operating expenses were up by 21%.
- ii. Hospice generated fiscal year to date net operating income of \$591,747 on operating revenue of \$1,598,118. Patient service revenue was up by 44% compared with the prior year. Operating expenses were up by 7%.
- iii. Pediatrics showed a loss of \$68,740. The pediatric program has a loss cap of \$150,000.
- iv. This is typical in the industry, Homecare is experiencing a loss and Hospice is experiencing gains.

c. Fundraising, investments and other contribute to \$254,298 to increase in Net Assets.

- d. At the finance committee we discussed the PDGM model which is requiring all hands on deck to make sure we can be as efficient and capitalize as we can to be a positive change. Our forecasts show a 2 – 6% increase, but there are a lot of what ifs and the patients in the forecasts are not routine patients.

C. Property Committee – Kristen

- a. Mark, David and Joel are on the committee. This committee was formed to discuss the Laconia building and figure what needs to be in the 1, 5, 10 years. Yes, they are all interested in staying on the committee. No other volunteers to be on the committee.

D. Project Committee- Lisa Dupuis

- a. At the strategic planning, Lisa has been tasked to work with potential partners. .

- b. We have put together a committee to meet to discuss and the committee membership is Kristen Gardiner, Susan Houghton, David Huot, and Robin Michaud.

New Business:

- A. Committee Membership:
 - a. Committees in the bylaws have been presented. Requirement is that each board member sit on one to two committees. Committee descriptions are in the Bylaws.
 - b. Finance- Joel, Kristen Gardiner, David, Susan
 - c. QAPI- Connie, Corrine, Robin
 - d. Fund Development - Joel, Susan, Kristen Snow
 - e. Personnel- Mark, David, Andrew, Cecile
 - f. Governance- Kristin Snow, Leo, Mark Corrinne
- B. Tree of memories will happen in four different towns and we will be pushing out PR in the next few weeks.
- C. Next Meeting: Wednesday, December 11, 2019 at 5:30PM in Laconia
- D. January Meeting will include the Bank of New Hampshire folks to speak with the board about our investments. Wednesday, January 15, 2019 in the new Wolfeboro Building at 5:30PM.

Motion to approve Bylaws: M/Andrew with addition of removing professional advisory article six section two. S/Mark

Motion to adjourn: M/Andrew S/Mark

Submitted by: Lori Nash

Minutes
Board of Trustees
December 11, 2019

Location: Central New Hampshire VNA & Hospice, Laconia, NH

Present: Lisa Dupuis, David Emberley, Kristen Gardiner, Brian Winslow, Kristin Snow, David Huot, Robin Michaud, Joel Arsenault, Corrine Smith

By Phone: Mark Edelstein,

Excused: Susan Houghton, Connie Turner, Cecile Chase, Andrew Livernois, Leo Sanfacon

The meeting was called to order by Kristen Gardiner.

Approval of Minutes

Kristen Gardiner opened the meeting with a request to approve the meeting minutes.

M/ Mark E S/ David H with a change that Kristen Snow to be added to the Fund Development Committee.

Executive Report.

- a. Official Walk Thru will be Thursday, December 12, 2019 of the new building.
- b. Tree of Memories occurred on December 7, 2019
- c. The budget may be coming to the board for approval on the later side this year. Waiting for PDGM experience for the first few months.
- d. We discovered that during our fire drill we need to work on a notification system that all staff can hear.

Committee/ Task Force Reports

B. Executive Committee

- a. No report

C. Finance Committee

- a. Review of Financial Statement (Condensed I/S Actual vs Budget)
- b. Highlighted – Total Operating Revenue is 8% over budget for the year
- c. Discussion of contract service as Travelers – last leaving in August and small contract staff Speech and Nutrition (small dollar amount against expenses).
- d. Discussion of staff retention. We have made some changes to benefits to improve package. We do an exit interview when staff leave to inquire why an employee may leave. We also participate in a salary survey to know how we stand against other agencies and try to be in the 50 percentile.

D. QAPI Committee

- a. Reviewed Third Quarter 2019 QAPI – Homecare November 5, 2019
- b. Reviewed Third Quarter 2019 QAPI – Hospice November 5, 2019
- c. Discussion QAPI Unusual Occurrence– unsatisfied patient/family explained a family that was further away with a caregiver. Patient was actively dying the family which was further away did not want pain medications given but caregiver

followed our orders which were physician orders. However, family disagreement became an unsatisfactory experience for the family.

E. Property Committee

- a. Samyn-D'Elia came to the Laconia building to do a comprehensive assessment of the building to understand the short term, medium term and long term projects that we would need to do the building.
- b. Building Committee – agreed that the short term recommendations were appropriate for the safety, health, welfare and moral of employees and patrons.
- c. Instead of having a construction company manage these projects, we can do them in house. We will still get estimates to find the contractors needed to do the work. These estimates are just estimates and may be off.
- d. Reviewed Building Committee, December 2019 sheet. The Board was in favor of the property committee recommendations.

Motion was made by Mark Edelstein to authorize use of up to \$200,000 of Board designated funds to complete these tasks. Lisa to obtain firm quotes which will be reviewed by and decided by the property committee. Seconded by Corrine Smith, all in favor and motion carried.

F. Project Committee

- a. Meeting scheduled two committees to discuss a relationship/partnership.
- b. Kevin Stone from Helms and Co is the facilitator
- c. We reviewed anti-trust documents, discussed each agency's numbers, history and reasons and thoughts about coming together.
- d. Next meeting setup next Tuesday at 3PM.
- e. Kevin outlined several options, we believe we have similar synergy and cultures and have agreed to continue to discuss.

Old Business:

A. Update on Wolfeboro

- a. Expect to be operating next Monday December 16, 2019. COO is scheduled for tomorrow.
- b. We will not know final cost until January- Currently under budget despite retaining wall which was a last minute discover.

B. Brian's State of the Market Presentation (PowerPoint)

Brian presented comparison data of market share, comparing 2013 to 2018.

Overall, Central's market share has decreased and there is a shift in competition in our market area including Concord Regional VNA in Laconia and Cornerstone in Wolfeboro.

New Business:

Strategic Planning Session- We have not done one in two years. Recommendation is to wait- Kevin Stone has led these meetings before and he is retiring. Will need to find someone new. Request to table until additional members of the board can attend.

- A. Next Meeting Location: 645 South Main Street, Wolfeboro
- B. Next Meeting Date: January 15, 2020 @ 5:30 PM
- C. Bank of NH Wealth Management. Dona Murray will join the Finance Committee to discuss investments prior to the board meeting.

Motion to adjourn: M/David H S/ Joel A

Submitted by: Lori Nash

Minutes
Board of Trustees
February 19, 2020

Location: Central New Hampshire VNA & Hospice Laconia, NH

Present: Lisa Dupuis, David Emberley, Kristen Gardiner, Brian Winslow, Kristen Snow, David Huot, Andrew Livernois, Joel Arsenault, Robin Michaud, Mark Edelstein

Excused: Corrine Smith, Cecile Chase, Susan Houghton, Connie Turner

Guests: Attorney Mark McCue, Gina Finocchiaro

The meeting was called to order by Kristen Gardiner

Executive Report:

1. Lisa reported on the renting of the Wolfeboro space as she had a meeting that morning with a realtor that was more positive than the first person she had spoken with. They are planning on putting together a summary and some recommendations on next steps for renting and renovating the space. We will also be assigned an agency that will work on getting the space leased.
2. PDGM is going well, we are meeting our goals for back office and had a review with Homecare Homebase who praised us on our efficiencies. Still too early for a financial impact analysis.
3. Medicare certification was completed with no deficiencies.
4. Dementia training is under way for our staff.

Committee/ Task Force Reports

- A. Finance Committee
 - a. David Emberley distributed Formal Record of Action in regards to the agency 403B retirement plan. Explaining that the IRS is giving a look back period where plans can be adopted retroactively that complies with the Internal Revenue Services procedures.
 - i. **A motion was made by David Huot: To approve the retroactive plan back to 7/01/2010 for the purpose of complying with Internal Revenue Service Revenue Procedure 2013-22 and 2017-18. Second by Mark Edelstein. All in favor, motion carried.**
- B. QAPI Committee
 - a. Committee met on February 18, 2020. Minutes and new Performance Improvement Projects will be reported in March Board meeting.
- C. Fund Development
 - a. A meeting has been scheduled for March 4, 2020 in Laconia. This meeting will be an introduction and then the next meeting will be more of a working meeting to start to develop a plan.
 - b. Donations did increase in December. The hope is that we will be close to budget by the end of the fiscal year.

Approval of Minutes

Kristen Gardiner requested for a motion to approve the January Board Meeting minutes. M/ Mark Edelstein, S/ Andrew Livernois, all in favor, motion approved.

Kristen Gardiner called the Board into Executive Session. It was agreed that the staff would stay in the meeting.

Board came out of Executive Session.

Motion made by Mark Edelstein: To enter into a non binding Letter of Intent (LOI) for the purpose of a full exploration of affiliation. Second by Robin Michaud. All in favor. Motion carried.

Motion made by David Huot: To Authorize the Executive Committee to review and approve the Letter of Intent and for the CEO to execute the said Letter of Intent on behalf of the Board of Trustees. Second by Mark Edelstein. All in favor. Motion carried.

Motion made by Andrew Livernois: To approve up to \$75,000 from Board Designated funds to be used to explore affiliation. Second by Mark Edelstein. All in favor. Motion carried.

New Business:

- A. Next meeting Location: Wolfeboro
- B. Next Meeting Date: March 25, 2020 @ 5:30 PM

Submitted by: Lisa Dupuis

Minutes
Board of Trustees
April 22, 2020

Location: ZOOM Meeting

Present: Lisa Dupuis, David Emberley, Joel Arsenaault, Kristen Gardiner, Brian Winslow, Corrine Smith, Connie Turner, Robin Michaud, Andrew Livernois, Mark Edelstein, Susan Houghton, Kristin Snow

Excused: David Huot, Cecile Chase

The meeting was called to order by Kristen Gardiner

Approval of Minutes

Kristen Gardiner opened the meeting with a request to approve the meeting minutes.

- Request to remove Leo as he has retired.
- Kristen Gardiner's name was spelled wrong
- Spelling error within minutes noted.

M/ Mark Edelstein S/ Andrew Livernois

Committee/ Task Force Reports

A. Executive Report.

- a. Incident command for COVID 19 implemented on March 9, 2020
 - i. March 20, 2020 we began our plans for remote workers to social distance and could rotate staff should a group get sick.
 - ii. Door at both locations remain locked to the public
 - iii. Designated areas for clinical staff to come into the office for supplies and paperwork have been established, communicated are in use.
 - iv. Obtaining PPE is our biggest challenge. We have received homemade masks which we are giving to patients. Surgical staff for non-COVID positive patients are being re-used for a day unless soiled. On a COVID positive patient we will use the N95 masks and discarded after each visit.
 - v. Only two positive patients at this time.
- b. Central is continuing to work on the merger due diligence.
 - i. Interviews will be conducted via video conferencing with key employees the week of April 27th.
 - ii. We are continuing to upload documents requested to portals.
 - iii. Meeting with AG was held the Monday before the announcement. They asked us some good questions and gave us the opportunity to provide some education on the home health industry.
- c. Homecare Census has dropped in the past 4 – 6 weeks due to COVID 19 due to a decrease in hospital services and patient refusals for service.

- i. We are working on technology to conduct telehealth calls via phone or video.
- ii. State of NH has issued an Executive order for these visits to be reimbursed for Medicaid and NH Commercial insurances. There are still several unknowns regarding logistics to this.
- iii. Telehealth allowed but not reimbursable under Medicare.
- iv. Medicare is allowing APRNs and PAs to sign orders but they must be PECOS enrolled for HHA in order to utilize this waiver.

B. Finance Committee

- a. The first eight months of the year we have a positive revenue, the last four months we have been below budget for revenue and have had a loss for each of those months.
- b. Income change is due to Hospice's rate reduction on October 1 of 4.5%. Also in October Concord RVNA had announced that they are services town in our area.
- c. COVID 19 has also had an impact.
- d. Budget for 2021 shows prior year budget, projected results and the proposed budget for the Fiscal Year 2021.
- e. Line items are entered for monies received due to COVID 19, one is the Medicare Emergency Fund and the second is a Payment Protection Program loan that is a loan forgiveness program.
- f. These assumptions are on the conservative side if the pandemic circles back in the fall and how our hospitals respond to the current pandemic.
- g. Assumptions factor in the change in referrals from Lakes.

Approval of Budget: M/Corrine Smith S/Mark Edelstein

C. QAPI Committee

- a. Fourth Quarter 2010 QAPI- Hospice meeting February 18, 2020
- b. Fourth Quarter 2019 QAPI – Home Care meeting February 18, 2020
- c. There is nothing alarming in either program.
- d. In addition to QAPI measures, we do chart audits for items such as wound measurements and LNA supervisions.
- e. Board needs to approve the three Quality Improvement Projects
 - i. Reduce acute care re-hospitalizations to 9% or less for 30 days and 16% or less for 60 days
 - ii. Improve Star Rating – Our goal is to overall agency rating of 3.5 stars. We are targeting certain goals to reach this target.
 - iii. Fall rate reduction this year is new. This will also include some investigation if we are capturing these correctly in our EMR

Approval of PIP and QAPI program: M/Connie Turner S/Corrine Smith

D. Fund Development

- a. Fund Development Committee Meeting Minutes March 4, 2020
 - i. Review of trends for Central occurred

- ii. We established some focus groups to address some focus areas and assign some costs associated to those.
- iii. Spoke about revitalizing the volunteer committee to recruit additional volunteers.
- iv. The committee has agreed to post-pone the home and garden tour until next year. Homeowners were please due to the current pandemic. This event would be a \$30,000 opportunity.

E. Project Committee

- a. Presentation was given by Mark McCue on the due diligence process and background. On audio is Jared Schwartz
- b. The presentation will review various affiliation structures.

(From most control / least integration to least, control most integration)

- i. Joint Subsidiary Model
- ii. Common Parent Model
- iii. Combined Entity (Merger/Sale) Model

Based on the goals Central is trying to achieve, and in the letter of intent, the Combined Entity Model would allow CNHVNAH to merge into CRVNA. The identity and mission of Central would be preserved by modifying the by-laws of CRNVA to keep those items most important to the agency.

- c. Each board member will need to sign a statement that you have reviewed different affiliation structures.
- d. Connie Turner posed question regarding name change of organizations. Lisa noted that one name would be appropriate and part of the process is to determine that. Mark McCue noted that each organization would keep their name as trade names during the transition. Eventually you would want one new name.
- e. Joel Arsenault asked if donations to one-organization vs the other would remain with that organization. Brian Winslow noted that we would both honor any restrictions of a donor's gift. We would ensure our gift acceptance policies would reflect that. Mark McCue noted that yes; donor's wishes must be honored. We can negotiate and encourage this practice across the board. Caution to not hardwire too many management decisions into a merger. Instead, develop a structure for those future processes.
- f. Mark Edelstein asked if there are any shadows of surprises on either side that we may need to anticipate and deal with. Mark McCue referenced the Merger Model Elements slide. Once risks are identified, their job is to help us manage them.
- g. Kristen Gardiner asked if the antitrust review would be minimal due to our percentage of Medicare and due to the set rates. Mark McCue noted that yes, because Medicare's rates are set there should not be antitrust concerns of being a larger organization trying to negotiate better rates.

New Business:

- A. Next meeting Location: TBD further into May.
- B. Next Meeting Date: May 27, 2020

Motion to adjourn: M/Mark Edelstein S/ Susan Houghton

Submitted by: Lori Nash

Minutes
Board of Trustees
May 27, 2020

Location: ZOOM Meeting

Present:

Lisa Dupuis, Kristen Gardiner, David Huot, Susan Houghton, Mark Edelstein, Andrew Livernois, Joel Arsenaault, Corrine Smith, Kristin Snow, Connie Turner, Cecile Chase.

Excused: Robin Michaud

Staff Present: Brian Winslow, David Emberley, Lori Nash

The meeting was called to order by Kristen Gardiner

Approval of Minutes

Kristen Gardiner opened the meeting with a request to approve the meeting minutes.

- Note to identify last names for board members.
- Page 3, project committee, item G. Kristen G. asked this question.
- Consolidated model Central will use will be Combined Model

M/ Mark Edelstein S/ David Huot

Executive Report:

- Covid 19 – Staffing and Patients
 - Staff are referring to operations as the new norm.
 - All staff are required to wear a mask in common areas such as bathroom, kitchens, and copier areas.
 - The number of positive patients are minimal, key focus on supplies to ensure safety of staff.
 - For the past 3 weeks, we have pulled back remote staff into the office as part of our re-entry plan making adjustments to work space for social distancing. We have one employee pending return due to day care issues.
 - Mark Edelstein asked if staff were comfortable with current conditions. Yes, for the most part staff are doing well. Lisa noted that the few concerns we have received, we have addressed.
- Covid 19 – Relief Funding
 - **Payroll Protection Plan (PPP)**, we received \$1.1 million dollars from the payroll protection program. David is tracking the changes to the rules to ensure we can support the forgiveness portion of this program. On May 15th they did release the calculation form and we are learning what we may have to pay back. With changes that are coming in the next couple of days, there may be some

additional terms which will reduce the amount we need to pay back. The application for forgiveness is available and David Emberley has reviewed.

- **Long Term Care Medicaid Stipend**, provides a bonus of \$300/wk for any direct care worker with 30 hours/wk or more and \$150/wk for any direct care worker with 7.5 – 30 hrs/wk. Monies will not be distributed to staff until it is received from the State. Can be retroactive back to the week of April 19, 2020. Our colleagues in the area are also using these funds and we felt we needed to offer this to our staff as well.
- **CMS**, monies received now have new guidance on how it can be spent and the required tracking.
- **Merger**
 - Required documentation for both the consultant and the attorney have been provided.
 - We will have calls in the next week to discuss the findings from the consultant.
 - Project committee is reviewing the draft definitive agreement with Mark McCue.
 - There may be a delay due to the pandemic.
 - Community listening session is scheduled for June 3 from 4:30 – 6. These will be virtual. It will be a Zoom meeting, Lisa Dupuis, Beth Slepian, Kristen Gardiner and the Board chair from Concord, Melvin Severance III. Tom Donovan from the Charitable Trust is pleased with our plan for the virtual session and is requesting our feedback so he can make recommendations to others. This meeting can handle up to 500 participants. There are ads in the Laconia Sun, Concord Monitor, Granite State News, Salmon Press and social media announcing the meeting via constant contact, Facebook and twitter. Brian and Lisa will make some calls to ask some key individuals to attend.

Committee/ Task Force Reports

A. Finance Committee

- a. Our auditors are working from home, auditing us from Berry Dunn's group. We are two days into the audit and it is going well.
- b. Unaudited financial results for the fiscal year ended March 31, 2020 are as follows: On \$8,733,457 of Operating Revenue, shows a gain from operations of \$72,713. Non-operating revenue has a loss of \$84,245. The combined bottom line is a decrease of net assets of \$11,733.
- c. Operating revenue was ahead of budget by 3%, and up over the prior year 3%.
- d. Operating expenses were 3% above budget, and up by 7% compared to prior year.
- e. Fundraising, Investments and Other recorded a loss on unrealized gains on long-term investments for the fiscal year in the amount of \$607,106. This combined with Investment Income \$268,077 netted a loss of \$339,029 on investments for

the year. This is roughly a 3% loss for the year. Fundraising and Contributions added \$254,604. Bottom line loss of \$11, 733.

- f. Home Care Program had a net operating loss of \$781,904. Patient service revenue was down 5% over last year.
 - g. Hospice Program had a net operating gain of \$1,039,425. Patient service revenue was up 27% compared with the prior year.
 - h. Pediatric program had a loss of \$124,985; less than the board approved cap of \$150,000.
 - i. Mark Edelstein asked if the loss was perceived to be due to a reluctance from patients to allow clinical staff. David Emberley noted that revenue has decreased and expenses are up right now. It is common in our industry right now for agencies to lose money on Home Care and supplement with their Hospice program.
 - j. Berry Dunn will be giving his board presentation this year in July.
 - k. Monies from the Payroll Protection Program have been moved to the operating fund and will be moved back when comfortable that we will be permitted to keep the relief funding. Kristen Gardiner is concerned with the 37 days of cash. This number does not include the relief funds as they arrived at the end of April.
- B. QAPI
- a. No need to report- QAPI committee met on the 19th, minutes unavailable at this time and will report at next meeting.
- C. Property Committee
- a. Lisa has received some quote regarding door lock issues. Property committee will need to meet to discuss.
 - b. The renting of the Wolfeboro space has been put on hold. We have been told by a realtor to install a bathroom prior to showing unit.
- D. Fund Development
- a. We did not have a committee meeting last month.
 - b. We did an appeal around National Nurses Week, the response is looking good, with incomplete data, and we are already at \$25,000.
- E. Project Committee
- a. Listening session on June 3rd.
 - b. The start of the definitive agreement paperwork for the merger has been circulated between the two agencies to come to an agreement. Lisa has spoken with Mark McCue, both Laconia and Concord have reviewed and the document currently with Mark McCue. According to Mark McCue we are on scheduled. Once complete it goes to the board.
 - c. In this agreement, it is noted that the name and the mission will be worked on as we move through the process. It will be the two boards and the two committees making that decision. We could operate with DBA's as necessary.

- d. vnaforthefuturenh.com is the micro site that introduces the merger. There is a link from our website Centralvna.org. As we go through this process, more information will be posted. The listening session will be recorded and posted here as well. It is available for registration now for the listening session. When registering Brian noted that members should choose all that apply when asked about relationship to the agency.

New Business:

- A. Next meeting Location: Zoom
- B. Next Meeting Date: June 24, 2020
- C. Finance meeting at 4:45 and Board meeting at 5:30
- D. Mark McCue will attend this meeting.

With no further business, a motion was made to adjourn the meeting. M/David Huot S/Corrine Smith

Submitted by: Lori Nash

Minutes
Board of Trustees
August 26, 2020, 5:30 pm

Location: ZOOM Meeting

Present: Lisa Dupuis, Kristen Gardiner, Brian Winslow, David Huot, Mark Edelstein, Andrew Livernois, Kristin Snow, Robin Michaud, David Emberley, Connie Turner, Susan Houghton, Joel Arsenault

Excused: Corrine Smith, Cecile Chase

The meeting was called to order by Kristen Gardiner

Approval of Minutes

Kristen Gardiner made request to approve the meeting minutes.

Kristen Gardiner asked if we should attach the document related to the proposed \$9.5 million of board designated funds to the minutes. Lisa Dupuis noted that she would attach.

M/ Mark Edelstein S/ David Huot All in favor. Motion Carried.

Executive Report

Lisa Dupuis reviewed her Executive Report and opened for questions.

Kristen Gardiner asked for clarification of why staff are leaving. Lisa noted:

- a. One new LNA moved out of state within a week of hire after selling her home.
- b. One LNA remained furloughed due to COVID and remote learning.
- c. One RN switched to per-diem due to COVID.
- d. One RN was going to leave but we were able to encourage her to stay and utilize her strength in a more focused capacity.

Kristen Gardiner asked if we are filling vacant positions. Lisa noted that it is on a case by case basis. For example, we are filling the RN and LNA positions, but not the position vacated by the IT analyst that left after two weeks returning from furlough as we would not need that position post-merger.

Committee/Task Force Reports

A. Executive Committee

- a. Kristen Gardiner- requested specific board members to stay after the meeting to hold an executive committee discussion.

B. Finance Committee

- a) David Emberley reviewed the financial statements as of the end of July.
- b) David noted the loss to operations was anticipated to be roughly a \$900,000 loss. Noted we are doing better than expected.
- c) New on this month's statement- the merger expenses are broken out separately as the board had voted to use board designated funds.

- d) Also included is the Payroll Protection Loan. As of the end of July we have met the required FTE percentage of staff retention which allows us to request for the \$1.1 million loan to be forgiven.
- e) We also received \$470,000 from Medicare to offset COVID losses. By the end of November, we expect to account for the full value and do not expect to have to return any of these funds.
- f) Kristen Gardiner asked if the stipend funds were recognized under revenue and expenses in the area of salaries. David noted he has not recognized the stipend funds in the employee wages and included only those funds received and not yet passed thru to employees in revenue.

C. QAPI Committee

- a. Connie Turner reviewed the Second Quarter QAPI minutes.
- b. COVID patients are 3 in Homecare and none in Hospice at this time.

Connie asked if we have heard anything regarding claims still with the Law Judge. Lisa noted we have four waiting for the Law Judge, she expects we have not heard yet due to closures at the government level.

Kristin asked if the number of COVID patients have been low throughout the pandemic. Lisa noted that yes, our COVID positive patients thus far have been low, roughly no more than 3 or 4 at any given time. Inclusive in these numbers are patients presenting symptoms but ended up testing negative and those patients that we tested by request of our contract with the State.

Connie asked how staff are handling seeing positive patients. Lisa noted that education of proper PPE and safety measures has helped reduce anxiety with staff.

Connie asked if the COVID positive patients contracted COVID prior to becoming a patient or did they get COVID after becoming a patient. Lisa noted that they were all COVID positive prior to becoming a patient under their current episode.

D. Property Committee

- a. Kristen noted the committee stills need to meet and address the building's windows. Kristen asked Lisa to send dates for a property committee meeting.

E. Fund Development

- a. Brian Winslow presented that donations are low due to the cancellation of the home and garden tour.
- b. Brian is engaging our larger donors over the phone.
- c. Agency newsletter is due to go out.
- d. Brian is hoping that donations in November and December will bring the same numbers. Connie asked if the tree of memories could occur virtually. Brian noted that there are some discussions to be had.
- e. Brian is looking to some grants to help with losses in the pediatric program.
- f. Fund development meetings will resume when restriction loosen and planning for events can resume.

F. Project Committee

- a. In July the trustee workgroup met. They came up with a combined entity mission which we will review tonight. The Bylaws were also reviewed and recommendations and changes have gone back to the attorneys.
- b. The two trustee workgroups will be coming together on September 3rd. The Bylaws and mission statement will be brought to the board for a vote at the September meeting. The org structure will be presented at the September meeting as well.
- c. The task force and the board agreed they would research about coming up with a new name. Montagne has been engaged to for this branding and name research and recommendation. There will be a poll of votes, survey key stakeholders and the trustee workgroup. From this data a proposal will go to the trustee workgroup in October and be ready for vote in November.

Brian expressed the importance of this project.

Kristen noted that included in the minutes is a quote from Montagne. This quote will be split between the two entities. Our portion of the quote is \$32,500. Kristen asked if this requires a vote from the board. Lisa noted that yes this requires a vote to spend the \$32,500 additional board designated funds. Lisa proposed that perhaps we vote on an up to amount.

Connie noted that if we propose up to \$40,000, for example, do we expect an additional \$7,500 worth of expenses we currently do not have identified. Lisa noted we should not see too many additional costs. Brian noted that there may be costs associated with the AG office process and promotional costs as we move toward the close of the merger.

Motion to approve a spend up to \$50,000 from board designated funds for branding research and other costs related to merger.

M/ Mark Edelstein S/ David Huot. All in favor. Motion carried.

- d. Proposed Combined Entity Mission
“We enhance dignity and independence by delivering quality care and promoting wellness in people’s homes and communities through all stages of life.”

Discussion occurred and board members felt there were two elements missing from the mission. One was the word *health* and the second was the placement of the work *people*. The board was concerned that the proposed mission statement did not identify who we provided services to and what type of services were provided.

New Proposed changes by Kristen Gardiner:

“We enhance dignity and independence for people by delivering quality health care and promoting wellness in homes and communities through all stages of life.”

Kristen asked if this is a worthy proposal to bring back to the workgroup. All in favor to bring back to the September 3rd meeting.

New Business

- Lisa asked if the November meeting, usually moved to combine with a December meeting, could still occur but be moved up to November 18th to permit approval of the name change. This would allow Central to be in line with Concord Regional VNA. Board agrees.
- Next Meeting Location: ZOOM Meeting
- Next Meeting Date: September 23, 2020 at 5:30
 - Kristen noted that during the September meeting we would like to vote to keep the board intact with current members. Those whose terms are set to expire or renew would continue to serve on the existing board thru the close of the merger. Those board members are:
 - Kristen Gardiner- is at end of second term.
 - David Huot and Joel Arsenault - their first term is due to expire and can request second term.

Motion to Adjourn

M/David Huot S/ Robin Michaud

Submitted by: Lori Nash

--CONFIDENTIAL--

Attachment B / Response 2

Central VNA Board minutes, agenda, and joint goals pertaining to Project Autumn

**The Information Contained in This Appendix is Confidential, and
Excluded from Public Disclosure Under NH RSA 91-A:5(IV)**

Attachment C / Response 3

Proposed Exhibits A, B, E and F to the Merger Agreement

**CENTRAL NEW HAMPSHIRE VNA & HOSPICE
BOARD OF TRUSTEES**

RESOLUTIONS

September 23, 2020

WHEREAS, Central New Hampshire VNA & Hospice (the “Corporation”) has entered into a Merger Agreement with Concord Regional Visiting Nurse Association, Inc. (“CRVNA”) dated as of July 1, 2020 (the “Merger Agreement”); and

WHEREAS, the Merger Agreement contemplates that the Trustee Workgroup will develop and recommend to the Board of Trustees of each of the Corporation and CRVNA for approval: (i) a unified mission statement; (ii) nominees for the initial Combined Entity Board; and (iii) amendments to the Articles of Agreement and Bylaws CRVNA to be filed on the Merger Date; and

WHEREAS, the Trustee Workgroup has completed its work and submitted its recommendations to the Corporation’s Board of Trustees, which recommendations the Corporation’s Board has reviewed and desires to approve as required by the Merger Agreement;

THEREFORE, the Board of Trustees of the Corporation adopts the following resolutions:

VOTED: That the unified mission statement of the Combined Entity recommended by the Trustee Workgroup is hereby approved, and will be attached to the Merger Agreement as Exhibit A when approved by the CRVNA Board of Trustees.

FURTHER VOTED: That the Corporation’s nominees to the Combined Entity Board are hereby approved and that the chart of initial trustees of the Combined Entity Board and their respective terms as recommended by the Trustee Workgroup and presented to the Corporation’s Board is hereby approved, which chart will be attached to the Merger Agreement as Exhibit B when approved by the CRVNA Board of Trustees.

FURTHER

VOTED: That the proposed Amended and Restated Articles of Agreement and Bylaws of CRVNA to be filed on the Merger Date, in the form recommended by the Trustee Workgroup and presented to the Corporation's Board of Trustees, is hereby approved and, when approved by the CRVNA Board of Trustees, will be attached to the Merger Agreement as Exhibit E and Exhibit F, respectively.

FURTHER

VOTED: That each of the Chair of the Board of Trustees and the President and CEO of the Corporation, acting individually on behalf of the Corporation, is authorized to execute and deliver such other documentation, and take such actions, as are necessary or desirable, in her sole discretion, to effect the foregoing resolutions.

EXHIBIT A

Proposed Combined Entity Mission Statement

We enhance dignity and independence for people by delivering quality health care and promoting wellness in homes and communities through all stages of life.

EXHIBIT B: CRVNA-CNHVNAH COMBINED ENTITY

CRVNA Nominees	Year 1 and Year 2: Integration Period	NUMBER OF BOARD SEATS, AND NOMINATION AND ELECTION OF TRUSTEES DETERMINED BY FULL COMBINED ENTITY BOARD PURSUANT TO REVISED BYLAWS HEREAFTER*	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11	
#1 David Green	Original Term			Renew or Replace			Renew or Replace			Renew or Replace		
#2 Lyn Lindpaintner	Original Term			Renew or Replace			Renew or Replace			Renew or Replace		
#3 Erin Feltes	Original Term			Renew or Replace			Renew or Replace			Renew or Replace		
#4 Brett Allard	Original Term			Renew or Replace			Renew or Replace			Renew or Replace		
#5 Michael Griffin	Original Term			Renew or Replace		Renew or Replace			Renew or Replace			
#6 Brian Duffy	Original Term			Renew or Replace		Renew or Replace			Renew or Replace			
#7 Dan Andrus	Original Term			Renew or Replace		Renew or Replace			Renew or Replace			
#8 Jay Mullins	Original Term			Renew or Replace		Renew or Replace			Renew or Replace			
#9 Andrea Stevenson	Original Term			Renew or Replace		Renew or Replace			Renew or Replace			
#10 Michelline Dufort	Original Term			Renew or Replace	Renew or Replace			Renew or Replace				
#11 Patricia Bourgault	Original Term			Renew or Replace	Renew or Replace			Renew or Replace				
#12 Paul Greenan	Original Term			Renew or Replace	Renew or Replace			Renew or Replace				
#13 Winton DeRosia	Original Term			Renew or Replace	Renew or Replace			Renew or Replace				
#14 Mel Severance	Original Term			Renew or Replace	Renew or Replace			Renew or Replace				

CNHVNAH Nominees	Year 1 and Year 2: Integration Period		Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11
#1 Robin Michaud	Original Term		Renew or Replace			Renew or Replace			Renew or Replace		
#2 Andrew Livernois	Original Term		Renew or Replace			Renew or Replace			Renew or Replace		
#3 Joel Arsenaault	Original Term		Renew or Replace			Renew or Replace			Renew or Replace		
#4 Mark Edelstein	Original Term		Renew or Replace		Renew or Replace				Renew or Replace		
#5 David Huot	Original Term		Renew or Replace		Renew or Replace				Renew or Replace		
#6 Corrine Smith	Original Term		Renew or Replace	Renew or Replace				Renew or Replace			
#7 Kristen Gardiner	Original Term		Renew or Replace	Renew or Replace				Renew or Replace			
TOTAL			21	21	21	21	21	21	21	21	21

Board of Trustee Terms (Post-Merger)-this has been reviewed by Governance/Nominating and will be voted on by full Board 10/13

**This chart assumes that the Combined Entity Board will not reduce the size of the Combined Entity Board by eliminating seats during the potential maximum tenure of Trustees appointed by the parties.*

COLOR CODE:

Yellow	CRVNA Nominee	Green	First Renewal Election by Combined Board
Blue	CNHVNAH Nominee	Orange	Second Renewal Election by Combined Board
		Purple	Third Renewal Election by Combined Board <i>(only if initial 2 yrs excluded from term limit)</i>

EXHIBIT E

AMENDED and RESTATED
ARTICLES OF AGREEMENT
CONCORD REGIONAL VISITING NURSE ASSOCIATION, INC
(Incorporated 1899)

ARTICLE I: NAME

The name of this Corporation shall be the Concord Regional Visiting Nurse Association, Inc.

ARTICLE II: OBJECTIVES

The objectives of this Corporation are:

1. To provide in-home and other health services to residents of the cities and towns served by this Corporation, without regard to age, race, sex, color, creed, religion, handicap, sexual preference, marital status, pregnancy, national origin or ability to pay.
2. To promote optimal health standards and prevent disease for the individual, the family, and the communities served, through all stages of life.
3. To minimize the impact of illness and/or disability by early intervention and health education.
4. To develop and facilitate in-home and other health services to maintain the patients' and families' independence and dignity.
5. To implement plans of service consistent with current health standards and community needs.
6. To establish and implement a performance improvement plan for each service provided by the Corporation.
7. To cooperate with other persons and agencies in the field of public health/community health nursing through educational programs in public health.
8. To provide community services to children, youth and families that support optimal health and well-being.

ARTICLE III: PLACE OF BUSINESS

The principal place of business of this Corporation is 30 Pillsbury Street, Concord, New Hampshire 03301.

ARTICLE IV: CHARITABLE PURPOSES

No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying-on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or of the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: DISSOLUTION

If the Corporation is dissolved, all assets of the Corporation remaining after the satisfaction of its legal obligations shall be distributed by the Board of Trustees to one or more other organizations exempt from Federal income tax under Section 501(c)3 of the I.R.S. Code whose purpose and mission fulfill as nearly as possible the mission of Concord Regional Visiting Nurse Corporation, Inc., as the Board of Trustees shall determine.

ARTICLE VI: LIMITATION OF LIABILITY

No officer or Trustee of the Corporation shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a Trustee, an Officer, or both, except with respect to (1) any breach of the Trustee's or Officer's duty of loyalty to the Corporation or its Member; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; or (3) any transaction from which the Trustee, Officer, or both, derived an improper personal gain.

ARTICLE VII: AMENDMENTS

These Articles of Agreement may be amended as provided for in the Bylaws.

ARTICLE VIII: MEMBER

Capital Region Health Care Corporation, a charitable corporation, acting through its Board of Trustees, shall be the sole Member of this Corporation.

CRVNA - Bylaws, 11/86, 3/89
Rev/Approved 11/89, 10/91, 1/92, 2/93, 4/94
Rev/Approved 2/96, 10/96, 9/98, 3/02, 6/03, 4/07, 10/09, 10/10, 10/12, 1/13, 10/14
Rev/Approved 9/5/17
CRHC Board approved on 11/7/17
Reviewed by CRHC Governance/Nominating Committee July 10, 2018
Rev/Approved 10/9/18
CRHC Board approved on 1/28/19
Revised 8/2020

EXHIBIT F

CONCORD REGIONAL VISITING NURSE ASSOCIATION, INC.

BYLAWS

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CONCORD REGIONAL VISITING NURSE ASSOCIATION, INC. BYLAWS

DEFINITIONS

1. **BOARD OF TRUSTEES OR BOARD** means the governing body of the corporation.
2. **CORPORATION** means this corporation, Concord Regional Visiting Nurse Association, Inc.
3. **MEMBER** means Capital Region Health Care Corporation, acting through its Board of Trustees, which is the sole member of the Corporation.
4. **EXECUTIVE COMMITTEE** means the Executive Committee of the Board of Trustees.
5. **EX OFFICIO** means the service as a member of a body by virtue of an office or position held and, unless otherwise expressly provided, means with voting rights.
6. **HOSPITAL** means Concord Hospital of Concord, New Hampshire.
7. **CRVNA** means the Corporation prior to the merger with CNHVNAH.
8. **CNHVNAH** means the entity known as Central New Hampshire VNA & Hospice of Laconia and Wolfeboro, New Hampshire and which has been merged into the Corporation.
9. **INTEGRATION PERIOD** means the 24-month period following the filing of the Corporation's Articles of Agreement and Bylaws with the New Hampshire Secretary of State.
10. **PRESIDENT** means the individual appointed by the Board to be President of the Corporation.
11. **SUCCESSOR** shall include, amongst others, the individual then currently serving as officer, trustee, committee member (or in any other capacity as the context may indicate); therefore, any individual is qualified to succeed him or herself and serve successive terms unless an express limitation to the contrary is provided in these BYLAWS, the Corporation's Article of Agreement or provided by law.
12. **HEALTH** is a continuous life process and/or a dynamic state in the life cycle of an individual, which encompasses the whole person, and relates to the way in which the individual deals with stresses of growth and development, while functioning within the cultural pattern in which he/she was born and to which the individual attempts to conform.

ARTICLE I: NAME AND SEAL

- 1.1 The name of this organization shall be the Concord Regional Visiting Nurse Association, Inc.
- 1.2 The seal of the Corporation shall bear the name of the Corporation and its year of incorporation.

ARTICLE 2: POWERS

2.1 General Powers

The Corporation is established to provide in-home and other health services. The Corporation shall have the power to take and acquire by gift, purchase, lease or otherwise, and to own, use, hold, manage, administer, sell and convey any real and personal estate necessary or proper for its purposes. It shall further have the power to hold and administer, in trust or otherwise, any funds, property or estate given, granted, conveyed, transferred, bequeathed or devised to the Corporation for its purposes. In furtherance and not in limitation of the foregoing powers, the Corporation shall have all of the general powers conferred upon a non-for-profit corporation by New Hampshire Revised Statutes Annotated, Chapter 292, or any successor provision, and to do any and all things necessary or incidental to its purposes not inconsistent with or contrary to law.

2.2 Non-Discrimination

The Corporation is dedicated to serve the residents of the cities and towns in served by this Corporation. The Concord Regional VNA complies with applicable Federal civil rights laws and does not discriminate in services and access to treatment, appropriate care or employment in its programs or activities on the basis of race, color, national origin, religion, disability, age, gender, marital status, sexual orientation, source of payment, or the absence of advance directives.

2.3 Donor-Restricted Funds and Operating Reserves

The Corporation shall use donor-restricted funds or other operating reserves, for so long as they exist, in place as of the date of filing of the Amended and Restated Articles of Agreement only for the communities meant to be served when such funds or operating reserves were established, subject to the provisions of Article 4.9 (C).

- 2.4 The Board of Trustees is committed to maintaining an effective Corporate Compliance Program to ensure the agency is compliant with federal and state laws and regulations of government agencies.

ARTICLE 3: MEMBERSHIP

3.1 Member

Capital Region Health Care Corporation, a charitable corporation, acting through its Board of Trustees, shall be the sole Member of the Corporation.

3.2 Annual Meeting

The Annual Meeting of the Corporation shall be held each year during a month and at a location agreed upon by the Board of Trustees.

3.3 Special Meetings of the Corporation

Special meetings of the Corporation may be called by the Chair or the President, or by the Member.

3.4 Notice of Meetings

Notice of the time and place of annual meetings and of the time, place and purposes of any special meeting of the Corporation shall be given by written notice sent electronically to each Trustee at least five (5) business days before the date of such meeting. The Corporation shall post a Publication of Legal Notice in the local newspaper announcing the Annual Meeting to the public at least five (5) business days before the date of such meeting.

ARTICLE 4: BOARD OF TRUSTEES

4.1 Number and Composition

During the Integration Period, the Board of Trustees shall be composed of twenty-one (21) voting trustees, fourteen (14) of whom will be nominated by CRVNA (the "CRVNA Nominees") and seven (7) of whom will be nominated by CNHVNAH (the "CNHVNAH Nominees"). Upon conclusion of the Integration Period, the Board of Trustees shall be composed of no less than fifteen (15) and a maximum of twenty-one (21) members and shall be responsible for nominating its members. The Combined Entity Chief Executive Officer will serve on the Combined Entity Board *ex officio*, without voting rights. The Chair and one (1) member of the Board of Trustees shall serve as members of the Board of Trustees of the Member.

4.2 Term of Office

The term of office of all Trustees shall begin at the annual meeting of the Board. *Ex Officio* Trustees shall serve until the expiration of their tenure in the position qualifying them as *ex officio* members of the Board. Upon the conclusion of the Integration Period, approximately one-third of the Trustees shall initially hold office for a term of one year, one-third for a term of two years, and one-third for a term of three

years; thereafter, as the term of office of each such Trustee expires, a successor shall be elected and shall hold office for a term of three years. No Trustee except for *ex officio* Trustees shall serve more than three consecutive terms.

4.3 Election

All Trustees except *ex officio* Trustees shall be elected by the Member to be effective at the annual meeting of the corporation, except as otherwise provided in Section 4.6 of these Bylaws. A nomination slate for the Trustees shall be submitted by the Board of Trustees of the Corporation.

4.4 Removal

During the Integration Period, any trustee may be removed at any time, with or without cause, by the Trustees appointed by the same party as the trustee in question or by a majority vote of the full Board. Thereafter, any trustee may be removed by a majority vote of the entire Board of Trustees of the Corporation, except for the Trustee in question.

4.5 Resignation

A Trustee may resign by delivering a written resignation to the Chair, President, Secretary of the Board of Trustees of the Corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Unexcused absences for two (2) consecutive meetings, or for three (3) meetings in any twelve-month period, shall be construed as a resignation and that Trustee shall be so notified in writing by the Board President after confirmation from the Executive Committee.

4.6 Vacancies

Vacancies on the Board of Trustees due to death, resignation, loss of qualifying status or other causes shall be filled by election by the remaining members of the Board. During the Integration period, the remaining Trustees of the organization with which the Nominee is associated will nominate a successor, and the Board shall vote to approve such nomination or re-elect (as the case may be) his or her successor. Trustees elected to fill vacancies shall hold office until the next annual meeting of the Board, at which time successors shall be elected in the manner provided for in the case of original election and they shall then hold office for the remainder of the term of the Trustee who created the vacancy.

4.7 Powers

The affairs of the Corporation shall be managed by the Trustees who shall have and may exercise all the powers of the Corporation except those reserved to the Member by law,

the Articles of Agreement of the Corporation or these Bylaws.

- (a) The Board shall develop and approve the Corporation's annual operating budget and all capital budgets.
- (b) The Board shall develop and approve an overall strategic plan for the Corporation including the development of off-site facilities, the addition of new programs and affiliations with other institutions.
- (c) The Board shall select a certified public accountant for the Corporation to audit the books and records.
- (d) The following actions, and only the following actions, of the Board shall be subject to the approval of the Member:
 - 1. any voluntary dissolution, merger or consolidation of the Corporation or the sale or transfer of all or substantially all of the Corporation's assets or the creation or acquisition of any subsidiary or affiliate corporation;
 - 2. the election of the President of the Corporation;
 - 3. the amendment of the Corporation's Bylaws or Articles of Agreement;
 - 4. any changes in the Corporation's non-profit status; and
 - 5. the election of the Trustees of the Corporation.

4.8 Meetings

Regular meetings of the Board shall be held a minimum of 6 times yearly at an agreed upon location as may be designated by the Chair. The annual meeting of the Board shall be held each year during a month and at a location agreed upon by the Board of Trustees.

Special meetings may be called by the Chair or the President of the Corporation, or upon written request by one-third of the Trustees or upon written request by the Member. Written notice of special meetings shall be electronically sent to each Trustee at least five (5) business days before the date of such special meeting. The notice shall state the time and place of the meeting and the business for which the special meeting has been called. No business other than stated in the notice may be transacted at such special meetings. A Trustee may waive the right to notice by filing a written waiver with the Secretary prior to at the meeting.

A Trustee may participate in a meeting by conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means constitutes presence in person at the meeting.

4.9 Quorum and Voting

- A. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business. Except as otherwise provided for herein, each Trustee shall have one vote and there shall be no voting by proxy. Except as otherwise provided herein or by law, all actions of the Board shall be taken by majority of the Trustees present and voting. If less than a quorum shall be present at meeting, action of the Board may be taken by the unanimous consent of the Trustees present and the written or electronic approval of the minutes of their actions by such of the other Trustees whose votes, when added to the votes of those Trustees present at the meeting, shall equal in number a majority of the Board.
- B. Voting. Unless specifically prohibited by law, the Articles of Agreement or these Bylaws any action required or permitted to be taken by the Board of Trustees at a meeting may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by and/or e-mailed from a majority or more of all the voting Board of Trustees members. Such consents may be evidenced by signed writings (which may be a single writing, or multiple counterparts) and/or Board of Trustees e-mail confirmations. Votes taken by e-mail shall be printed and retained with the printed copy showing the Board of Trustees member's e-mail address. E-mail confirmations and written consents shall be filed with the records of the meetings of the Board of Trustees. Such consents shall be treated for all purposes as a vote at a meeting.
- C. Governance Decisions Requiring Supermajority Approval by the Board. To help further the purposes described in Article II of the Articles of Agreement, the following decisions of the Combined Entity Board will require an affirmative vote of three-fourths (3/4) of the members of the Combined Entity Board entitled to vote (and not simply three-fourths of the trustees participating in a meeting at which a quorum is present) (“by supermajority vote”):
- *Capital Expenditures; Debt*. Any unbudgeted capital expenditure or incurrence of debt, either in a singular instance or in a series of related transactions, in excess of \$100,000;
 - *Material Change in Clinical Services/Programs*. Except for actions necessitated by regulatory requirements, the material expansion or contraction of any clinical services or programs of the Corporation;
 - *Principal Office and Location or Closure, Geographic Change in Service Area*. The relocation or closure of any principal office or any existing principal clinical facility of either CRVNA or CNHVNAH, or the expansion or contraction of the former service areas of CRVNA and CNHVNAH, respectively;
 - *Use of Board Designated Funds*. The expenditure of Board designated funds of either CRVNA or CNHVNAH for joint activities;
 - *Corporate Reorganization*. The merger or reorganization of the Corporation with another organization, or the substitution or elimination of the existing sole corporate member of the Corporation;

- *Dissolution.* The dissolution or other cessation of operations of the Corporation; and
- *Amendment to Governing Documents.* Any amendment to the Articles of Agreement or Bylaws of the Corporation which modifies or removes these supermajority voting provisions.

D. Decisions of Board of Trustees During Integration Period. The following actions require a supermajority vote of the Board during the Integration Period.

- *Hiring and Termination of Chief Executive Officer.* The hiring, evaluation, compensation and/or termination of the Corporation's Chief Executive Officer;
- *Budgets.* The approval of operating and capital budgets for the Corporation and its related operations and any proposed deviations in excess of \$100,000 from such budgets; and
- *Endowment and Investment Policies.* A material change in the Corporation's Endowment and Investment Policies.

ARTICLE 5: OFFICERS

5.1 Identification

The regular officers of the Corporation shall be:

- A. Chair,
- B. Vice-Chair,
- C. President,
- D. Treasurer, and
- E. Secretary.

The Board of Trustees may from time to time establish other officers subordinate to the foregoing as are appropriate to conduct the affairs of the Corporation and shall elect or appoint the officers to such positions, as determined by the Board. All officers of the Corporation must be members of the Board of Trustees. No two or more offices may be held by the same person.

5.2 Election

The Chair, Vice Chair, Treasurer, Secretary and such officers as the Board may from time to time establish shall be elected by the Board at the annual meeting of the Board from a slate of nominees submitted by the Governance and Nominating Committee of the Board, which may be supplemented by nominations from the floor. If no candidate for the office receives a majority vote on the first ballot, a runoff election shall be held

promptly to choose between the candidates receiving the highest number of votes. The President shall be the Chief Executive Officer of the Corporation, who shall be selected or appointed by the Board and shall have such powers as provided in Article 6 of the Bylaws.

5.3 Term

Each officer other than the President shall hold office for a term of two years or until a successor shall have been duly elected and qualified. Officers' terms may be renewed at the request of the Board of Trustees.

The President shall serve at the pleasure of the Board (except that this provision shall not be construed to prohibit employment contracts with such officer).

5.4 Removal

Any officer may be removed at any time, with or without cause, by majority vote of the Board of Trustees other than the officer in question if such an officer is also a Trustee.

5.5 Vacancies

Vacancies in offices, other than that of Chair, shall be filled by the Board at its next regular or any special meeting by the same method as provided in Section 5.2. If there is a vacancy in the office of Chair, the Vice Chair shall serve the remaining term.

5.6 Duties

A. CHAIR: The Chair shall serve as the principal elected officer of the Corporation. As such, shall:

1. call, preside at and be responsible for all meetings of the Board of Trustees;
2. be, ex officio, a member of all committees of the Board;
3. have all other powers and duties usually attributed to that office not inconsistent with these Bylaws.

B. VICE CHAIR: The Vice Chair shall perform the duties of the Chair, in the event of Chair's absence, disability, or refusal to act, together with such other duties as may be, from time to time, designated by the Board.

C. SECRETARY: The Secretary shall:

1. give proper notice of all meetings of the Board and of the Executive Committee on order of the appropriate authority;
2. be responsible for minutes for all meetings and records of all transactions of the Board and Executive Committee;

3. act as custodian of all records of the Board and of the Executive Committee;
 4. perform such duties as ordinarily pertain to the office. In the absence of the Secretary from any meeting of the Board of Trustees or the Executive Committee, the Chair may appoint a temporary secretary who shall keep the minutes of the meeting.
- D. TREASURER: The Treasurer shall be appointed by the Board and, except as otherwise directed by the Board, shall:
1. chair the Finance Committee of the Board;
 2. coordinate the Board's oversight of the CFO of the Corporation, including with respect to management and disbursement of funds of the Corporation;
 3. coordinate with the CFO to ensure that accurate and complete records of the Corporation's finances are maintained and that appropriate accounting controls are in place;
 4. make such reports to the Board, the Executive Committee or the Executive Committee may prescribe; and
 5. perform such other duties as ordinarily pertain to the office.

E. PAST CHAIR

During the Chair's first year in office; the Past Chair shall serve a one-year, ex-officio term on the Board of Trustees, the Executive Committee, and as an advisor to the new Chair of the Board of Trustees.

ARTICLE 6: PRESIDENT

6.1 General

Subject to the approval of the Member, the Board of Trustees shall employ and determine the compensation of the President of the Corporation who shall, subject to policies and directives determined by the Board, be the Chief Executor Officer of and be responsible for the general operation of the Corporation.

6.2 Powers and Duties

The powers and duties of the President shall include:

- A. preparation and submission of an annual budget, showing expected receipts and expenditures;
- B. selection, employment, control and discharge of employees of the Corporation and the development and maintenance of employee personnel policies and practices;

- C. maintenance of the physical properties of the Corporation in a good state of repair and operating condition;
- D. supervision of the business affairs of the Corporation to ensure that funds are collected and expended to the best advantage of the Corporation;
- E. preparation and presentation to the Board or an appropriate committee thereof of periodic reports reflecting the services and financial activities of the Corporation and preparation and submission of such special reports as may be, from time to time, required by the Board or its committees;
- F. attendance at all meetings of the Board and its committees unless excused therefrom;
- G. serving as liaison officer and channel of communication for all official communications between the Board or any of its committees and the staff.
- H. execution of all contract and other legal documents on behalf of the Corporation, unless some other person is specifically designated by the Board or by law;
- I. performance of such other duties as may be assigned by the Board or its committees or as may be appropriate to the interests of the Corporation;
- J. ensuring compliance with all relevant health and safety requirements and federal, state and local laws and regulatory requirements.

ARTICLE 7: COMMITTEES

7.1 Designation and Substitution

Committees of the Board shall be standing and special. The standing committees shall be established by these Bylaws. Special committees may, from time to time, be established by the Chair of the Board. The activities of all committees shall be under the supervision of the Board.

Whenever these Bylaws require that a function be performed by or that a report or recommendation be submitted to:

- A. A named committee of the Corporation but no such committee shall have been appointed, the Executive Committee shall perform such function or receive such report or recommendation;
- B. The Executive Committee, but a standing or special committee shall have been formed to perform a function, the committee so formed shall act in accordance with the authority delegated to it in place of the Executive Committee.

7.2 Powers

Subject to the general supervision of the Board, each committee shall have the specific powers delegated to it by these Bylaws or by the authority appointing the committee and such additional powers as may be necessary or appropriate to the proper discharge of its duties. Special committees, however, shall limit their activities to the accomplishment of the task for which they are appointed and shall have no power to act in behalf of the Corporation except as specifically conferred by the appointing authority.

7.3 Composition

Unless otherwise specifically provided, each committee shall be composed of a minimum of three members and a majority of the members shall be Trustees. The Chair shall be a member ex officio of all committees of the Board, but unless the Chair is designated a member elsewhere in these Bylaws, the Chair shall not be counted as satisfying the required number of members of such committees. Members of any committee who are not Trustees of the Corporation shall serve with vote unless otherwise specified by these Bylaws or the Board.

7.4 Appointment and Vacancies

Unless otherwise specifically provided, the members of all committees of the Board shall be appointed by the Chair. All vacancies due to death, resignation, disqualification or other cause except removal shall be filled by the Chair. Vacancies due to removal shall be filled by the Board.

7.5 Removal

A committee member may be removed, with or without cause, by a vote of two-thirds of the entire Board of Trustees, other than the committee member in question if he/she is a Trustee.

7.6 Committee Officers

Unless otherwise specifically provided, the Board Chair shall designate a chair for each committee, who shall serve at the Board Chair's pleasure.

7.7 Quorum and Voting

Unless otherwise specifically provided, a majority of each committee shall constitute a quorum for the transaction of business. Each voting member of a committee shall have one vote and there shall be no voting by proxy. Unless otherwise specifically provided, all actions of a committee shall be taken by a majority of the members present and voting.

7.8 Term

Each standing or special committee member shall hold office until the next annual meeting or until a successor shall have been duly elected or appointed.

7.9 Meetings and Records

Committees shall meet as required by these Bylaws, but if not specified, not less than twice a year. The time and place of meetings shall be designated by the Chair of the committee.

Written notice of special committee meetings shall be electronically sent to each Trustee at least five (5) business days before the date of such special meeting. A committee member may waive right to notice by filing a written waiver with the secretary of the committee prior to or at the meeting. Any action required or permitted to be taken by the committee at a meeting may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by and/or e-mailed from a majority or more of all the voting members. Such consents may be evidenced by signed writings (which may be a single writing, or multiple counterparts) and/or member's e-mail confirmations. Votes taken by e-mail shall be printed and retained with the printed copy showing the member's e-mail address. E-mail confirmations and written consents shall be filed with the records of the meetings of the Board of Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

7.10 Standing Committees

There shall be the following standing committees of the Board:

- A. Executive Committee;
- B. Finance Committee;
- C. Quality Improvement and Patient Safety;
- C. Governance/Nominating Committee;
- D. Audit Committee; and
- E. Investment Committee.

All other committees shall be special committees. Special committees may be established and constituted by the Chair, with the approval of the Board, or by the Board.

7.11 Executive Committee

- A. Members - The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer of the Board, President of the Corporation, Representatives-at-large- not to exceed two other Trustees. All members shall be voting members, except the President of the Corporation. During the Integration Period, the former Chairs of CRVNA and CNHVNAH shall serve as voting members of the Executive Committee.
- B. Duties - The Executive Committee shall meet as necessary in order to direct, control and transact the ordinary affairs and business of the Corporation between meetings of

the Board, including the authorization and execution of any contracts, conveyances or other instruments relating thereto.

- C. Electronic Voting - Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by and/or e-mailed from a majority or more of all the voting Executive Committee members. Such consents may be evidenced by signed writings (which may be a single writing, or multiple counterparts) and/or by Executive Committee members' e-mail confirmations. Votes taken by e-mail shall be printed out with the printed copy showing the Executive Committee member's e-mail address. E-mail confirmations and written consents shall be filed with the records of the meetings of the Executive Committee. Such consents shall be treated for all purposes as a vote at a meeting.

7.12 Finance Committee

- A. Members - The Finance Committee shall consist of at least five Trustees.
- B. Duties - The Finance Committee shall:
 - 1. Review the annual operating budget of the Corporation, as prepared by the President, and make recommendations thereon to the Board;
 - 2. Assist the President in the annual preparation and revision of a yearly capital budget and make recommendations thereon to the Board; and,
 - 3. Review, from time to time, the fee schedule of the Corporation and the financing of major capital expenditures and make recommendations thereon to the Board.

7.13 Quality Improvement and Patient Safety Committee

- A. Members – The Quality Improvement and Patient Safety Committee shall consist of at least 3 trustees. A Trustee shall serve as Chair of the committee. The committee shall include practicing members of the medical profession in the geographic area served by the Corporation and shall have representation of professional groups associated with the services provided by the agency.
- B. Duties: The Quality Improvement and Patient Safety Committee shall meet at least four times each year and shall have the following duties:
 - 1. Establish policies to govern clinical services and provide for supervision of such services.
 - 2. Review and make recommendations on all medical policies including changes in current and/or new medical policies.
 - 3. Receive reports from all departments and other committees of the Corporation pertaining to their patient care audits, utilization reviews, or other

performance improvement activities;

4. Establish a written plan that describes the performance improvement program of the Corporation. Such plan shall include at least the following:
 - a) methods of identification of important problems in the care of patients of the Corporation, including the types of data sources available, the frequency with which such sources should be reviewed and the written criteria relating to essential or critical aspects of patient care against which problems are to be assessed;
 - b) methods of objectively assessing the cause and scope of patient care problems or concerns, including time frames and priorities for review and sampling procedures sufficient to insure appropriate evaluation of the problem;
 - c) methods for implementing and communicating decisions or actions responsive to performance improvement review which are designed to eliminate or reduce identified problems;
 - d) procedures for monitoring the implementation of performance improvement decisions
 - e) procedures for the regular review of the effectiveness of the Corporation's performance improvement program and for at least annual re-appraisal of the entire program;
 - f) a conflict of interest policy applicable to all involved in performance improvement activities, including utilization review; and
 - g) a confidentiality policy applicable to all performance improvement activities including utilization review.
5. Perform on behalf of the Corporation the overall coordination and supervision of the performance improvement program of the Corporation and specifically perform the functions assigned to the committee by the terms of the Corporation's written utilization review plan and performance improvement program.

7.14 Governance/Nominating Committee

- A. Members – The Governance/Nominating Committee shall consist of at least three Trustees appointed by the Chair.
- B. Duties – The Governance/Nominating Committee shall have the following duties:
 1. periodic review of the Articles and Bylaws at least once every two years and recommend amendments to the Board as required or desirable;
 2. develop goals and objectives for the self-evaluation of the Board of Trustees of

the Corporation;

3. except during the Integration Period, nominate candidates to serve as Trustees and Officers of the Corporation and its Affiliates; and
4. such other duties as specified from time to time by the Chair.

7.15 Audit Committee

- A. Members – The Audit Committee shall consist of at least three Trustees, and up to one officer of the Corporation, other than the Treasurer.
- B. Duties – The Audit Committee shall have the following duties:
 1. review the audited financial statements, management letters and performance associated with the Corporation and each of its affiliates and to report thereon to the Board annually;
 2. review with management the performance and engagement of the external auditing firm on a periodic basis and make recommendations to the Board of Trustees; and
 3. develop, review, and recommend the ethical policies of the Corporation and its affiliates.

7.16 Investment Committee

- A. Members - The Investment Committee shall consist of no fewer than five and no more than seven members. The Committee may also consist of non-trustee members well chosen for their expertise of relevance to the duties and responsibilities of the Committee. The Investment Committee shall meet a minimum of quarterly.

The members of the Investment Committee shall be appointed by the Chair.

- B. The purpose of the Investment Committee is to assist the Board of Trustees in providing oversight of the Agency's endowment, investment policy, strategies, and investment guidelines and to perform such related functions as may be assigned to it by the Board of Trustees.

Duties – The Investment Committee shall have the following duties:

1. review and make recommendations on the Agency's investment policy, strategies and provide policy guidance to management and the investment manager;
2. establish and evaluate asset classes for investment;
3. select the investment managers;
4. review of performance of the endowment fund and its investment managers;
5. terminate the existing investment managers; and

6. communicate and educate the Board of Trustees regarding investment matters and opportunities.

ARTICLE 8: CONFLICT OF INTEREST

As a fiduciary, the Board of Trustees and each of its members has a duty of loyalty to the organization and a duty to act impartially in its role as Trustee. The Board will adopt a policy for identifying and resolving conflicts of interest, in compliance with applicable law, and will conduct itself at all times in an ethical manner. The Board of Trustees will identify all “pecuniary benefit transactions” and comply with the requirements of New Hampshire RSA 7:19-a, or any successor statute.

ARTICLE 9: INDEMNIFICATION

Each Trustee, officer, and employee of this Corporation, and his/her heirs, executor or administrator shall be indemnified and reimbursed by the Corporation against expense, including counsel fees, necessarily incurred by him/her in connection with the defense or reasonable settlement of any suit, action or proceeding in which he/she is made a party by reason of his/her being or having been a Trustee, officer, or employee of the Corporation, except in such action, suit, or proceeding he/she is found to be liable for gross negligence or misconduct in the performance of his/her duties as Trustee, officer, or employee. Such right of indemnification and reimbursement shall not be deemed exclusive of any other rights to which he/she may be entitled by law.

To the extent permitted by the laws of the State of New Hampshire, the Corporation shall indemnify each Trustee or Officer, past or present, against expenses actually and reasonably incurred in connection with the defense of any civil action, suit or proceeding (other than an action by or on behalf of the Corporation) in which such Trustee or Officer is made or is threatened to be made a party by reason of having been a Trustee or Officer of the Corporation, and the Corporation in its discretion may elect to include such Trustee or Officer in the defense of such action, suit or proceeding. The Corporation shall provide Director and Officer insurance against any such liability in sufficient amount so as to provide reasonable protection as determined by the Board.

ARTICLE 10: THIRD PARTIES

These Bylaws shall not be construed to be for the benefit of third parties and are not intended to create any rights or interests in behalf of any other person or entity.

ARTICLE 11: REVIEW AND AMENDMENTS

Subject to the approval of the Member, these Bylaws may be altered, amended or repealed by the Board of Trustees, and by supermajority vote if amending Section 4.9(C) or 4.9 (D), above, at a meeting of said Board duly called for such purposes with 30 days’ notice to the President and Chair of the Corporation.

ARTICLE 12: MISCELLANEOUS

12.1 Fiscal Year

The fiscal year of the Corporation shall be the twelve-month period ending September 30 in each year.

12.2 Annual Audit

An annual audit of all books, voucher and funds of the Corporation shall be made by an independent public accountant to be selected by the Board as provided for in Section 4.7.

12.3 Construction of Terms and Headings

Words used in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions and headings in these Bylaws are for convenience only and are not intended to limit or to define the scope or effect of any provisions therein.

CRVNA - Bylaws, 11/86, 3/89
Rev/Approved 11/89, 10/91, 1/92, 2/93, 4/94
Rev/Approved 2/96, 10/96, 9/98, 3/02, 6/03, 4/07, 10/09, 10/10, 10/12, 1/13, 10/14
Rev/Approved 9/5/17
CRHC Board approved on 11/7/17
Reviewed by CRHC Governance/Nominating Committee July 10, 2018
Rev/Approved 10/9/18
CRHC Board approved on 1/28/19
Rev/Approved 051419
CRHC Board approved on 5/20/19
Revised 8/2020

Attachment D / Response 4

Concord VNA's current Board candidate survey and current Board composition

Concord Regional Visiting Nurse Association

Board Composition Survey

Please check off all areas in which you bring experience or competency. This is used by Governance/Nominating to determine where our needs are for a well-rounded Board of Trustees.

Areas of expertise, competency and/or qualifications	
• Communities Concord Regional VNA serves	
• Donor Development (community, corporate and individual)	
• Administrative/Senior Leadership experience	
• Financial background and expertise	
• Experience and expertise in health care, (clinical, operational, financial, regulatory, and quality improvement.)	
• Technology	
• Human Resources	
• Legislative/Regulatory	
• Public Relations/Marketing/Communication	
• Legal	
• Clergy	
• Other (please specify)	
Community Connections	
• Religious organizations	
• Corporate	
• Education	
• Social services	
• Media	
• Education	
• Political	
• Other (please specify)	

BOARD Composition CRVNA Board of Trustees term limit is 4 consecutive 3-year terms. January, 2019

	Concord	Concord	Hookset	Concord	Manchester	Hopkinton	Concord	Hopkinton	Concord	Bow	Concord	Concord	Concord	Manchester	Hookset
Term Expires	2022	2023	Term Expires 2025		Term Expires 2026		Term Expires 2027		Term Expires 2029			Term Expires 2031			2032
Expertise	Financial	Clergy	Admin Sr Leadership	Communities CRVNA serves	Clincial health care	Financial	PR Marketing Legislative	Financial	Communities CRVNA serves	Donor Development Finance	Legal	Internist/ Geriatrician and academic nurse	Legal	Legal	Urologist Organizational Leadership
Committees	Executive Audit Finance Investment	QAPI	QAPI Audit	QAPI/G&N	Executive Development		Executive G&N Finance	Executive Finance	Finance Audit	Executive G&N Development	Investment	QAPI	Investment	G&N	

CRHC

Attachment E / Response 6

Uninsured, Charity Care, and Financial Assistance policies



Owner: Geraldine Holmes	Type: Billing & Finance
Approver(s): Geraldine Holmes	Reviewed: September, 2019

Title: Utilization Management of Uninsured Patients Guideline

1. Purpose: To outline the action steps to be completed when a patient is referred for services who does not have health insurance and is willing to accept assistance in pursuing Medicaid eligibility.

2. Abbreviations: N/A

3. Definitions: N/A

4. Instruction Elements:

1. The Intake Staff will enter the demographic information about the referral into the McKesson system
2. The Utilization Review (UR) staff will use the admission statistics report to determine which patients are private pay. UR will generate a letter to the patient including language about applying for Medicaid/Obamacare insurance and will include a financial assistance application when sending the letter to the patient.
3. The Admitting Clinician will complete the admission. The Utilization Review nurse will review the admission documentation and the service orders entered by the admitting staff. UR will determine if an MSW order should be added to the orders to assist the patient with their Medicaid/Obamacare application..
4. The UR staff is only authorized to approve 2 weeks of services.
5. Patients who require services after 2 weeks of care must receive approval for additional services on a weekly basis. UR will review the patients visit notes weekly to determine appropriateness of the visits. The UR staff will communicate with the Primary Case Manager and the Clinical Director or Manager to discuss the case an continuation of services. The UR staff will consult with the Clinical Director or Manager, Chief Financial Officer and/or the Vice President of Hospice Services regarding reauthorization or need to establish Discharge Plan and Notification.

5. References: N/A

6. Related Documents: N/A

7. Authorizing Documents: N/A

8. Associated Committees: N/A

Created 2008

Reviewed: 2017 - 05

Reviewed: 2017 - 09

CHARITY CARE/BAD DEBT COLLECTION
Policy No: C:3-035.1

PURPOSE:

The agency has limited funds to provide healthcare services to those who lack health insurance or the ability to pay for all or a portion of their home health and hospice care. Recognizing its charitable mission, it is the policy of CNHVNAH to provide care -within its service limitations and financial capacity - to people who qualify for services offered by the agency but cannot afford to pay for their care.

The agency does not offer a private duty program and lacks the resources to provide continuing care for those who do not qualify for short term intermittent care.

Therefore, this policy:

1. Establishes a standardized process through which it is determined if a patient requires and qualifies for charitable coverage of the cost of care,
2. Describes the difference between charitable care and bad debt.

DEFINITIONS:

Bad debt – That portion of the cost of care that is owed to the agency but is unable to be collected using reasonable collection efforts.

Charity care – Care that is provided at low or reduced cost in light of the demonstrated inability of a patient to pay. Charity Care must be declared at the onset of services or prior to collections. Once care is closed and the final bill is sent, charity cannot typically be declared.

Charity care includes services provided to:

- Patients who do not have adequate income to pay for services based on Federal poverty guidelines.
- Patients whose coverage is inadequate to cover a catastrophic situation.
- Persons whose income is sufficient to pay for basic living costs but not health care.
- Persons with generally adequate incomes who are suddenly faced with catastrophically large medical bills.
- Patients who demonstrate ability to pay part but not all of their liability.
- Patients who are unable to meet the financial burden of their deductible or co-payments.

Collection Efforts – Communications with patients and insurers that identify the amount owed to the agency and explain the necessity of payment. Collection efforts include notifications at entry to care and letters and telephone calls following the delivery of care in an attempt to collect the amount owed.

Effective Jan 2018					

Medicaid Pending – Status of a client who is in the process of applying for the Medicaid benefit but for whom the application is incomplete or the state has not yet rendered a determination.

Sliding Fee scale – A schedule of discounted costs based on income. The agency uses the Federal Poverty Guideline Sliding Fee Scale.

What Programs or Services are governed by this Policy?

1. Home Health Patients – all types, all services where the patient is responsible for all or a portion of the payment, *except* patients in special projects. This includes any patient who has a co-payment for home health/ hospice and patients with high deductibles. The patient should be noted as self- pay as the primary or secondary payer. Note that the agency does not have a private duty program, so that many of the services provided under a program status are not available for private arrangement under any payer.
2. Hospice Patients – All patients listed as self pay as a primary or secondary payer
3. Pediatric Patients – All patients receiving skilled nursing or therapy visits for whom there is no discreet grant or program covering the cost of services. If the patient is a mother-baby newborn visit *and* there is an insurance carrier, attempts will be made to recover payment from the insurer, but no attempt will be made to recover payment from the patient.

Procedure for Assessment and Determination of Charitable Need:

1. **Need Noted at the time of referral:** At the time of referral, the Referral Center personnel will note any patient for whom there is no insurance, who has Medicaid pending, or for whom the insurance carrier indicates a self pay portion or lack of coverage for home health or hospice care.
 - a. Referral center personnel will mail a letter of payment obligation/offer of charity care and charity care application within one week of clinical admission to care.
 - b. Referral Center personnel will note the mailing of the letter in the clinical record.
2. **Need Noted at the Time of Admission to Services or at sometime within the episode of care:** At the time the nurse or therapist assesses a client for admission to services, the clinician will inquire about healthcare coverage and a self pay portion of care. If the patient expresses a desire or need for charity or will be responsible for all or a portion of the payment, the clinician will:

Effective Jan 2018					

3. Highlight the instructions for charity care application in the packet and request that the client or caregiver complete the form.
 - a. Note self pay as a primary or secondary payer in the computer database.
 - b. Referral Center personnel will mail a letter of payment obligation/offer of charity care and charity care application within one week of clinical admission to care.
 - c. Referral Center personnel will note the mailing of the letter in the clinical record.
4. The patient/caregiver will be expected to complete the application in order for charity care to be considered. If needed, an MSW will be deployed to assist families in assessing and reporting need for services and financial capacity. The agency will expect the form to be returned to the agency within 2 weeks of admission unless special arrangements are made.
5. The Billing Office Manager (or designee) will review the charity care application against the portion of the care covered by the patient and compare net income (after deducting household and existing medical expenses) to the Federal Poverty Guidelines.
 - a. Decisions will be made using the sliding fee scale and are at the discretion of the Billing Office Manager (or designee).
 - b. Patient or the Caregiver will be notified in writing about the agency’s decision within 10 days of receipt of the completed form by the Billing Office manager (or designee).
6. Under this policy, the agency will render at no charge or at reduced charge only those services that are appropriate for the patient which the agency inherently provides. The agency cannot undertake expenses for related supplies or services which it does not provide. For example, the agency may offer under “charity care” nursing services to change a dressing, but it cannot be responsible for the cost of dressing supplies or medications to treat the condition because it does not serve as a vendor of those supplies or services.
7. The agency is free to limit its charitable services to a client within its capacity to provide care. Limitations will be expressed to the client and/or caregivers at the time of admission to service or throughout the episode of care as the circumstances of the patient and the agency change.
8. Charitable portions of care will be assigned to charity in the Financial Statements, and the balance will be billed to the patient.

Effective Jan 2018					

- 9. Clients who have applied for Medicaid will be listed as self pay until the decision regarding Medicaid has been rendered.
- 10. If a client is receiving services and appears to qualify for Medicaid but fails to complete the Medicaid application, the agency may, at its own discretion, consider suspending or decreasing care.
- 11. Charity Care eligibility must be reviewed every 90 days of the patient's care.

Effective Jan 2018					



Owner: Geraldine Holmes	Type: Billing & Finance
Approver(s): Geraldine Holmes	Reviewed: September, 2019

Title: Applying for Funds for Families & Individuals Guideline

1. Purpose: The purpose of this guideline is to provide a general overview of requesting assistance for clients and their families from outside funding sources.

2. Abbreviations: N/A

3. Definitions: N/A

4. Instruction Elements:

Concord Regional VNA appreciates the fact that our social workers help clients and their families request and receive monetary aid from funding sources. This usually consists of alerting families to potential funding sources and helping them fill out the applications. The following steps will help social workers and others aid families as well as alert Administration and Finance to the fact that funds have been requested.

- List the client or family as the applicant for the funds, *not* Concord Regional VNA. This is so that Concord Regional VNA will not become the "fiscal agent" of the funds, receiving the check and having to track its disbursement. Please copy, with the cover sheet of the application so that she is aware of the organizations from whom funding is being requested.
- In the cases when CRVNA must be listed as the applicant, *prior approval is required* from the staff members Clinical Director or Vice President. . If approval is given to list Concord Regional VNA as the applicant, submit a copy of the complete application package to our Finance Department who will know that the funds may come in to Concord Regional VNA and the way we must track fund disbursement.

5. References: N/A

6. Related Documents: Financial Assistance Application

7. Authorizing Documents: N/A

8. Associated Committees: N/A

Created 2008

Reviewed: 2017 - 05

Reviewed: 2017 - 09

K:\CRVNA Management\Guidelines\September 2019\Guidelines in word\REVIEWED - FINAL\SECTION TWO BILLING AND FINANCE HUMAN RESOURCES\Applying for Funds for Families & Individuals Guideline.docx reated: 12/2/19 Last Revised: 12/2/2019



Owner: Geraldine Holmes	Type: Billing & Finance
Approver(s): Geraldine Holmes	Reviewed: September, 2019

Title: Financial Assistance Guidelines

1. **Purpose:** The purpose of this guideline is to outline the process for applying for Financial Assistance.
2. **Abbreviations:** N/A
3. **Definitions:** N/A
4. **Instruction Elements:**
 1. An application for Financial Assistance will be provided to any individual seeking Concord Regional VNA services who is uninsured, underinsured, or otherwise unable to pay the published fee for service.
 2. The completed application for Financial Assistance must be submitted to Utilization Review for the applicant to be considered for fee scaling.
 3. The current HHS Poverty Guidelines will be used as a guide in the evaluation process.
 4. Adjustments may be made according to the current annual income level of the applicant:
 - Income at 100% or less of the Federal Poverty Level results in 100% charitable care.
 - Income up to 101% - 150% of the Federal Poverty Level results in 87 ½% charitable care.
 - Income up to 151% - 185% of the Federal Poverty Level results in 75% charitable care.
 - Income up to 186% - 200% of the Federal Poverty Level results in 50% charitable care.
 - Income up to 210% - 250% of the Federal Poverty Level results in 25% charitable care.
 - Income over 251% of the Federal Poverty Level results in 0% charitable care.
 5. Any applicant with total assets greater than \$100,000 will not be considered for charitable care.
 6. Applicants with \$5,000 or more in cash or investment assets or \$10,000 or more in joint assets must apply these funds towards the Concord Regional VNA medical bill before any financial assistance will be provided.
 7. Applicants for Financial Assistance will be notified of the decision in writing within 2 business days of receipt of the completed application and supporting documents.
 8. All applicants for Financial Assistance or their representatives will be encouraged to contact the Director of Finance when there is a need to discuss an application decision.
 9. Utilization Review will compile data regarding Financial Assistance applications that will include the date, the CRVNA program, the applicant's town of residence, and the agency's decision on the application.

10. Concord Regional VNA will honor NH Health Access Network financial aid award status and will not require a completed application and will accept a copy of the NH Health Access Network approval letter of the award.

5. References: N/A

6. Related Documents: Financial Assistance Application

7. Authorizing Documents: N/A

8. Associated Committees: N/A

Owner: Finance
Amended: 2015-03
Reviewed: 2017-09

Financial Assistance Application

Applicant's Name: _____

Date of Birth: _____ Telephone: _____

Address: _____
Street or PO Box City State Zip Code

Spouse's Name: _____ Telephone: _____

Spouse's Address: _____
Street or PO Box City State Zip Code

Responsible Party For Billing: _____

Relationship: _____ Telephone: _____

Address: _____
Street or PO Box City State Zip Code

Concord Regional Visiting Nurse Association (CRVNA) is a community-based, not-for-profit home health agency. An application for Financial Assistance may be submitted for consideration when CRVNA services are needed by a person unable to pay the published fees. Consideration for Financial Assistance is based on the applicant's financial resources and National Poverty Guidelines, published annually by the Department of Health and Human Services. Please provide the information indicated on this form and indicate any assets that are held jointly with a spouse by an asterisk (*).

CURRENT ASSETS

Savings \$ _____
Checking \$ _____
Stocks/Bonds \$ _____
House \$ _____
Other Real Estate \$ _____
Life Insurance \$ _____
Retirement Funds \$ _____
TOTAL \$ _____

CURRENT DEBTS

Real Estate Mortgage \$ _____

CURRENT MONTHLY INCOME

Salary \$ _____
Social Security \$ _____
Pensions \$ _____
Dividends \$ _____
Disability \$ _____
Retirement \$ _____
TOTAL \$ _____

Financial Assistance Application

Page 2

I hereby declare that I have examined this financial statement, including any accompanying attachments, and to the best of my knowledge and belief, it is true, correct, and complete. I understand that any false statements may be grounds for immediate termination of services. I understand that if I have cash assets (cash and investments) of \$5,000 or more as an individual or \$10,000 of joint assets that they must be applied towards the Concord Regional VNA medical bills before any financial assistance will be provided.

I agree I will repay the full financial assistance award if I receive payment of any kind for the medical services covered by this application, for example insurance payments, government program payments, award from any other payment.

If I receive Financial Assistance, I agree to tell the Concord Regional VNA of any changes which could impact eligibility, including changes to income and health insurance coverage. I understand that if my medical situation changes so that I might be eligible for a public assistance program, I will need to apply to that program and provide proof of application.

I understand that I may be required to provide documentation to support my financial request. The documentation may include copies of bank statements, financial and income records. My application will not be acted upon if I fail to provide the requested documentation.

Signature of Applicant or Responsible Party

Date

Please return completed application to:

**Utilization Review
Concord Regional Visiting Nurse Association
30 Pillsbury Street
Concord, NH 03301**

CRVNA Use Only:

Adjusted Fee: _____

Approved By: _____

Date: _____

Notification: _____

March 1, 2015

Attachment F / Response 7

Summary of the meetings, and various meeting materials, among Central VNA senior management and Central VNA staff

Central NH VNA & Hospice Staff Communication and Meeting Summary

There were multiple communications to the staff starting with the announcement of the Letter of Intent on March 19, 2020 with an all staff meeting. The announcement regarding the Board's decision to sign a letter of intent to move forward with investigating and doing a due diligence on a potential merger with Concord Regional VNA. Following that announcement, there were several scheduled town hall meetings to allow staff to ask more questions as needed. During the COVID State of Emergency, continued communication came in forms of Blog updates that were published for staff to read online to keep up to date on the progress of the due diligence. After the Boards voted to approve the Definitive Agreement, there were arranged virtual staff meeting via Zoom with each group of staff as well as a conference call. Below are the minutes of those meetings. Central holds an Operations meeting at minimum monthly at which we do an overview of the merger and where the process is at. Central also holds a weekly Senior Leadership meeting via Zoom and we discuss the process and the timeline and other questions as they come up.

Therapy Staff Meeting via Zoom

July 16, 2020 8:30 am

Attendance: Bonnie Colby, Nick, Mikkelsen, Chris Gotherberg, Jessica Deshaies, Amanda Shute, Carole Dewitt, Charlie Burke, Susan Kelly, Elyssa Pickowicz, Gary Tilton, Laurie Haggerty, Steve Silcocks, Iwona Szetela Hecka, Kathie Reddick, Susan Morrison, Erin McMahon, Emily Davies

Minutes:

1. Lisa Dupuis presented the status of the merger with Concord Regional VNA in that both the Board of Central and Concord, votes to positively on the Definitive Agreement. The Definitive Agreement/Merger Agreement is the document that describes how the merger will be outline. Lisa reviewed the over view that Concord would be the surviving entity, that three location will remain, that there will be a combined entity with 7 Central Board members and 14 Concord Board members and that there will be a 24 month integration period. It was also stated that the closing date would be December 31, 2020 but due to COVID 19 there was some uncertainty of about the actual date.
2. Then it was opened up for questions:
 - a. How will this impact us? You will continue to see your patients. We will be looking at the overlap areas to streamline who covers those so that we aren't being inefficient with our time. We expect to see continued referrals and a possible increase with the strength of the combined entity.
 - b. Will we need to travel to Concord or other places? Both agency tries to keep staff in a select geographic area in order to maximize time efficiency and decrease mileage and keep productivity up. Though as you know, with Central, you work for one agency and if there is an emergency or need, yes you might be asked to travel outside of your area.
 - c. Are there opportunities with this for the clinicians? With a larger organization, there is always increased opportunities. Concord also have some additional programs such as leadership training that as a combined entity is open to all employees.

- d. What about benefits? Concord's benefits will be the surviving benefit structure. As you know when you move jobs, there are differences in benefits, some are better and some are not.
- e. Will the role of people change? That will need to be determined as we move forward.

Nursing Staff Meeting via Zoom

July 15, 2020 4:00 pm

Attendance: Linda Wescott, Jan Kohler, Sheryl McCullough, Lisa Clina, Sarah Godbut, Kathy Brooks, Amanda Nye, Cecilia Clocksin

Minutes:

1. Lisa Dupuis presented the status of the merger with Concord Regional VNA in that both the Board of Central and Concord, votes to positively on the Definitive Agreement. The Definitive Agreement/Merger Agreement is the document that describes how the merger will be outline. Lisa reviewed the over view that Concord would be the surviving entity, that three location will remain, that there will be a combined entity with 7 Central Board members and 14 Concord Board members and that there will be a 24-month integration period. It was also stated that the closing date would be December 31, 2020 but due to COVID 19 there was some uncertainty of about the actual date.
2. Then it was opened up for questions:
 - a. How will this impact us? You will continue to see your patients. We will be looking at the overlap areas to streamline who covers those so that we aren't being inefficient with our time. We expect to see continued referrals and a possible increase with the strength of the combined entity.
 - b. Will we need to travel to Concord or further? Both agencies try to keep staff in a select geographic area in order to maximize time efficiency and decrease mileage and keep productivity up. Though as you know, with Central, you work for one agency and if there is an emergency or need, yes you might be asked to travel outside of your area.

Hospice Staff Meeting via Zoom

July 21, 2020 8:00 am

Attendance: Linda Dutra, Gina Davis, Jenn Legassie, Heidi Loring, Jen Freo, AnnMarie Legg, Amy Stoddard, Dan Kusch

Minutes:

1. Lisa Dupuis presented the status of the merger with Concord Regional VNA in that both the Board of Central and Concord, votes to positively on the Definitive Agreement. The Definitive Agreement/Merger Agreement is the document that describes how the merger will be outline. Lisa reviewed the over view that Concord would be the surviving entity, that three location will remain, that there will be a combined entity with 7 Central Board members and 14 Concord Board members and that there will be a 24-month integration period. It was also stated that

the closing date would be December 31, 2020 but due to COVID 19 there was some uncertainty of about the actual date.

2. Then it was opened up for questions:
 - a. How will this impact us? You will continue to see your patients. We will be looking at the overlap areas to streamline who covers those so that we aren't being inefficient with our time. We expect to see continued referrals and a possible increase with the strength of the combined entity.
 - b. What about benefits? Concord's benefits will be the surviving benefit structure. As you know when you move jobs, there are differences in benefits, some are better and some are not.
 - c. Will we hire more staff if the territory increases or use Concord staff? This will depend on the numbers. This will be determined as we move forward but most likely we will even out the two teams.
 - d. Will Jenn Legassie remain our boss? Yes, she will continue as the Director of Hospice for our current territories.

HHA Staff Meeting via Zoom

July 23, 2020 3:30 pm

Attendance: Cindy Smith, Rosemary Young, Linda Mansfield, Kathy Willette, Cheryl Jameson, Tracy Dion

Minutes:

1. Lisa Dupuis presented the status of the merger with Concord Regional VNA in that both the Board of Central and Concord, votes to positively on the Definitive Agreement. The Definitive Agreement/Merger Agreement is the document that describes how the merger will be outline. Lisa reviewed the over view that Concord would be the surviving entity, that three location will remain, that there will be a combined entity with 7 Central Board members and 14 Concord Board members and that there will be a 24 month integration period. It was also stated that the closing date would be December 31, 2020 but due to COVID 19 there was some uncertainty of about the actual date.
2. Then it was opened up for questions:
 - a. What about benefits? Concord's benefits will be the surviving benefit structure. As you know when you move jobs, there are differences in benefits, some are better and some are not.



All-Staff Memo

3/18/20

All,

Thank you for participating in our first “town hall” this morning. For those who missed it, I am thrilled to announce that Central New Hampshire VNA & Hospice and Concord Regional Visiting Nurse Association have signed a non-binding letter of intent (LOI) stating our intentions to pursue a merger of our two organizations.

Following our meeting, I will spend the morning reaching out to our partners in the community, volunteers, donors, and vendors to share this exciting news.

I assure you that we are focused on the health, safety and wellbeing of our patients, staff and communities during the developing COVID-19 epidemic, however, the process of merging our two organizations began before the Coronavirus outbreak, and we believe it is an important step in ensuring the future of home-based care in New Hampshire.

Minutes ago, the official announcement was shared with the media, which is attached, and contains additional information on the merger.

We are still very early in the process of exploring the possibility of unifying our two organizations but I want to assure you first and foremost that there are no plans for changes in staffing or assignments. As the process moves forward, we will be as transparent as possible with any anticipated changes. Both organizations have expressed a commitment to maintaining a physical presence in all three office locations – Laconia, Wolfeboro and Concord.

This merger would anticipate added access for patients to clinical expertise and community benefits and I thank you in advance for your continuous delivery of superior care.

We have created a dedicated website, www.vnaforthefuturenh.com, where we will share information, news and updates. Please direct patients and others who may have questions to this website, which includes a form for people to submit questions and comments.

We will continue to share information and updates with you throughout this process. In the meantime, I have scheduled several upcoming town halls, see attached schedule, where I am happy to answer any questions you have over the next several weeks.

Sincerely,

Lisa

The Journey to Partnership?



**CENTRAL NEW HAMPSHIRE VNA & HOSPICE
(CNHVNAH)
LISA DUPUIS, CEO**

**CONCORD REGIONAL VNA
(CRVNA)
BETH SLEPIAN, CEO**

MARCH 18. 2020

The First Step



- Conversation began in August 2019 between the Board Chairs
 - Gina Finocchiaro, CNHVNAH
 - Lisa Dupuis, CEO CNHVNAH
 - Mel Severance, CRVNA
 - Beth Slepian, CEO CRVNA
- Both agencies agreed that there were common goals and that a Trustee workgroup from both organizations should meet to explore potential partnership

CNHVNAH



- Serving 43 towns around Lake Winnepesaukee
- Operating Budget of 8.4 million
- \$981,000 in community benefit this past year
- Net assets of \$13,768,251
- Home Health, Hospice and Pediatric and Maternal/child health programs
- Home Health Census \approx 280-300; Hospice census \approx 55
- 75-80 % of revenue is Medicare
- Approximately 100 employees
- Two offices- parent in Laconia; branch in Wolfeboro (resulting from merger of Community Health and Hospice with the VNA of Southern Carroll County and Vicinity in 2010)
- CNHVNAH owns both buildings-no debt- with the recent purchase and renovations to Wolfeboro this year

CRVNA



- Central New Hampshire, Serving 44 towns
- Operating Budget of \$36 million
- Over \$5.1 M in community benefit this past year. Innovative programming and investments in community Mission- e.g., \$1.8M Hospice House, and Positive Aging Through Home Supports (PATHS) program collaboration with CATCH Neighborhood Housing to improve the wellness of residents.
- Net assets of \$38,210,358
- Home Health, Hospice and Pediatric and maternal/child health, Private Duty and Community Health Services including flu clinics, senior health clinics. Health education programming. Palliative Care, is joint program with CH.
- Home Health Census is approximately 1100 patients, Community Hospice is approximately 120, and the Hospice House is 10 beds with a 96% occupancy
- 71 % of revenue is Medicare
- Approximately 400 employees
- CRVNA owns its Concord administrative building- no debt-and has a 20 year lease with Concord Hospital for the HH
- Member of Capital Region Health Care

SERVICE AREAS



- We have some overlapping towns served; there are more that are not overlapped. Together, we would increase our service area and number of communities served
- Overlap includes:
 - Barnstead
 - Belmont
 - Franklin
 - Gilmanton
 - Laconia
 - Northfield
 - Sanbornton
 - Tilton

Agenda



- Increase familiarity of each organization
- Key considerations of potential affiliation
- Regulatory considerations

Questions to be considered:

- What is the business case?
- How does each organization's culture appear to fit with the other?
- What do we want to achieve? Overall goals of relationship?

THE CONVERSATION



- Why Explore Affiliation? What do we want to achieve? why would we be doing it? what is driving it?
 - Articulating a compelling reason that would enhance the provision of the Mission and enhance services to the community.
- Culture of two agencies and the towns they serve
 - The “parochial” nature of New Hampshire. Will we lose “localness?” Consider from the viewpoint of key stakeholders (community, consumer and donors).
- What would we gain from a partnership?
 - Resource depth (small and fragile, better to be part of a bigger system).
 - Fill some clinical gaps or shore up services
 - Workforce retention and recruitment
 - Improve access, wait times, reduce NTUC (not taken under care)
 - Improve service cost/visit - spread fixed administrative cost over greater base
 - Expand services & access to Hospice House
 - Strengthen referral relationships
 - Sustainability
- Considerations
 - Two different EHRs
 - Shifting hospital / patient referral patterns

“SACRED COW” CONSIDERATIONS



- Wolfeboro presence
- Hospice House
- Current reserves available for the present community

Agenda



- **Understanding Organization Financial Circumstance**
 - CNHVNAH
 - CRVNA
- **Organization Structure and Services**
 - Clarifying questions about background material
 - Community Education Provided (CRVNA)
- **Continuing Discussion: Affiliation Goals & Rationale**
 - Why could affiliation benefit respective communities served
 - Business case for affiliation
 - Sense of the workgroup whether to proceed

Financial Performance



- Reviewed most recent audited Financial Statements
 - CNHVNAH
 - Positive bottom line
 - Municipal support
 - Board designated funds
 - Less impact from Medicare Advantage
 - CRVNA
 - Negative bottom line due to NH State Employee benefit change and increased Medicare Advantage-Payor Mix
 - Hospice House operates at a loss and is CRVNA's commitment to the community
 - Strong investment portfolio
 - FY20 budget based on expense reduction
 - Similar approaches to budget and financial management

ORGANIZATIONAL STRUCTURE



- Provided organizational charts for both organizations
 - Will be discussed at next meeting

Continuing Discussion



- Business Case
 - Distributed & acknowledged
- Overhead reduction
- Workforce enhancement
 - Compensation – recruiting; benefits
 - Career opportunities & retention
- Decrease duplication of services
- Hospital landscape
 - Concord Hospital
 - Lakes Region General Hospital

First Process Checkpoint



- Do we continue the conversation?
 - Unanimous agreement to continue
- Next Meeting:
 - Governance
 - Leadership

Agenda



- **Management Integration**
 - Leadership- how do we integrate our teams? CEO, COO
- **Governance Integration**
 - Establishment of Guiding Principles
- **Process Checkpoint- Letter of Intent**
 - Full Boards presentation/discussion
 - Timing
 - Process
 - Consultant need
 - Other considerations

Management Integration



- Leadership- proposed
 - Beth Slepian and Lisa Dupuis will have a role in the combined organization. It is anticipated that Beth Slepian will be the CEO and Lisa Dupuis will be the COO of the combined organization.
 - ✦ Both current leaders have strong operational skills and similar leadership values
- Leadership team
 - Beth and Lisa would develop the team and structure

Governance Integration



- **Guiding Principles**
 - The Board composition will be intended to reflect a fair representation of the service area covered;
 - Diversity in Board member skill set will be desired;
 - Gender, ethnic, and age diversity will be sought;
 - Board members would have 3 year terms;
 - The Board should have member term limits of 3 or 4 consecutive terms;
 - The Board can/should use non-Board members to serve on select Board Committees to help ensure greater community input and support future Board member recruitment;

Guiding Principles (continued)



- There is an expectation that Board Committees are working committees that will help process issues and support the overall Board responsibility;
- The initial composition of the Board should be in proportion to the two entities;
- Supermajority voting requirements can be used for very select board decisions that would have significant consequences to the organization. The supermajority requirement would be such that a vote of at least one or more Board members from each initial entity would be required in the affirmative;
- The initial Board composition entity proportionality would be time limited and expected to sunset in the future

Second Process Checkpoint



- Go or No Go?
 - The committee unanimously agreed to proceed to full Board votes
 - ✦ Non-binding letter of intent
 - Each organization has engaged counsel
 - Timing
 - ✦ February Board Meeting discussions
 - ✦ February 21 meeting with Montagne Communications
 - Press release, internal and external communications, Q and A's
 - Consultant
 - ✦ Simone Consulting
 - Division of Charitable Trust

Time Line



- **February**

- Board votes
- Draft Letter of Intent
- Montagne Communications
- Preliminary Meeting with Tom Donovan, Division of Charitable Trust

- **March**

- Engage Consultant
- Finalize communication plan

Execution of Letter of Intent/Public Announcement
mid to end of March 2020

What Do You Do Next?



- **Champion this project**
 - Tomorrow- smile and have energy
 - Ask questions
 - Reassure staff that there is no layoff planned
- **Business as Usual**



Central NH VNA & Hospice

Talking Points – 3/19 All-Staff Town Hall

DRAFT – 3/18/20

The document below is intended to provide message points for Lisa to use during the all-staff town hall regarding the signing of the March 2020 LOI (letter of intent), a non-binding document that signals the intent of the two organizations to explore a merger.

These talking points are intended to provide consistent and overarching message themes regarding the intended merger. Those message themes are:

- **Provide highest possible quality home and community-based health care services**
- **Enable enhanced community education programs**
- **Attract and retain our workforce with competitive wages and comprehensive benefits**
- **Leverage specialty programs, such as wound care and IV, to serve a greater number of patients in our communities**
- **Reduce overlap service areas for both agencies**

Situation

- We have exciting news to share, but I would like to preface it by first acknowledging that, given the serious and evolving COVID-19 situation, the timing of this news may seem unusual. However, it is about work that began long before we were faced with this public health crisis. I assure you that the health, safety and wellbeing of our patients, our community and all of you is our number one focus.
- Thank you all for remaining calm under pressure, following protocol and being flexible with patient needs and fears. I am prouder than ever to lead this organization.
- Central NH VNA & Hospice and Concord Regional VNA have signed a letter of intent (LOI), a non-binding legal document stating our intentions to pursue a merger of our two organizations. The LOI represents our organizations' agreement about why a proposed merger would better meet the growing demand for home and community based healthcare that provides nursing services, physical rehabilitation, occupational therapy, homemaking



603.644.3200



814 Elm Street, Suite 205, Manchester, NH 03101



www.montagnecom.com

services, licensed nursing assistants and end-of-life care, allowing for sustainability in the communities we serve.

- We anticipate that I will lead the combined organization as COO alongside Beth Slepian, current President and CEO of Concord Regional VNA, as CEO.
- I know it's hard to focus on anything besides what's happening right now, even hour-to-hour, but this is a move that will set us up for a bright future and an expansion of the legacy created in the 120 years that came before this point. I hope you're as excited as we all are.

Industry headwinds

- The home health and hospice industries are facing increasing pressures that challenge the capability of agencies to deliver care into the future. Complexities in technology, licensing and administrative requirements demand an increase in expertise that requires a certain level of scale and efficiency to maintain. Duplication of services in overlapping territories squander resources that could be better utilized by serving the community in a collaborative way.

Existing relationship

- Because our missions are similar and our service areas are in close proximity with some overlap, we have a longstanding history of working closely together with Concord Regional VNA. Our agencies often collaborate on ways to best provide home and community-based health care services to the communities we serve, and we look forward to exploring more what we can do together.

Merger Benefits

- Multiple benefits will arise from this merger – aimed at providing high quality home and community based health care services. In addition, we will be better able to attract and retain our workforce with competitive wages, comprehensive benefits and opportunities for career growth. We can enhance our specialty programs, such as wound care and IV, and use programs to serve a greater number of patients in our communities.

Patient impacts

- Patients will continue to receive the same superior care they always have, with added access to clinical expertise and community benefits. Our goal is to provide quality home and community-based health care services. We will evaluate needs on an ongoing basis and adapt to the demands of the communities we serve, as we always have.

Anticipated changes

- We are still very early in the process of exploring the merging of our two organizations but want to assure our employees that we do not anticipate any changes. Both organizations have expressed a commitment to maintaining a physical presence in all three office locations, as the majority of our employees are in the field working in the communities we serve.

Process

- The next step in this process is for our agencies to conduct due diligence and continue working together on the details of merging our organizations into one entity. We expect this to happen over the next several months, during which time we will host public listening sessions in Laconia, Wolfeboro and Concord to gather input from our communities.

Keeping the public informed

- We believe it is important for us to be transparent about our intentions, so we have created a dedicated website, www.vnaforthefuturenh.com where we will share information, news and updates. Please feel free to direct any patient questions there.

What now?

- As far as your day-to-day goes, nothing is changing. We have engaged a consultant to guide us through the exploration phase, now that we are entering official conversations regarding the merger.
- First and foremost, our focus is on the safety and health of you and our patients. We will provide updates as this process continues.
- I will be spending the remainder of the morning making calls to alert our partners in the community, so I have scheduled several more town halls and I'll be happy to answer any questions you have directly. An email will be sent this afternoon with dates and times. In the meantime, feel free to connect with your managers directly with questions.
- An announcement will be distributed to media this afternoon, at which point it will be public news, but we anticipate much of the focus in our state will remain centered on COVID-19. Should any reporters reach out to you regarding the merger, please direct them to Brian Winslow.

Updates 1

Hello everyone. It has been awhile since my last post. Things have been status quo. We continue to make sure we have enough PPE and we are continuing to listen and stay on top of the State and CDC recommendations. Just a few reminders.

We do have enough surgical masks so that you can use two per day especially with the warm weather. If you do need a new face shield we do have more of those as well. They are in the lobby of both locations for you to sign out. If you would prefer googles, we do have them available as well.

Travel outside of New Hampshire, Vermont and Maine and on public transportation such as plane, train, bus, cruise is still being advised as not to unless essential and that if you do, you would need to self-quarantine for 14 days upon return. The agency is following these recommendations so if you plan a vacation under these guidelines, you will need to self-quarantine so that means you will need to use EBT for the whole time which could be up to 21 days if you go away for one week. If you do not have EBT, it will be without pay.

The stay at home order is set to expire on June 15. It be moved to a safer at home order and things will start to reopen at modified capacity.

We did apply for the Long Term Care Stipend program, which is increased pay to clinicians that see Medicaid patients or have the potential to see a Medicaid patient during the week. We did receive the funds and if you qualify you will see the retro money back to April 19 in your paycheck on June 19. After that it will be weekly as we receive the funds until the funds are exhausted and the program is stopped. This is a hundred percentage pass through. The agency receives the money and then we give you the money in your paycheck. It is taxable income. Here are the qualifications for the program:

- You need to have worked a minimum of 7.5 hours in each given week of the stipend payment.
- You have to have seen patients that week. If you were off for the week, you do not qualify.
- If you worked more than 30 hours, you will receive \$300.
- If you worked less than 30 hours, you will receive \$150.

Merger update:

We did hold our virtual live listening session on June 3, 2020. It went well with over 140 people participating. The questions and feedback have all been positive. If you missed it and would like to watch it, it was recorded and you can view the recording on the website: www.vnaforthefuturenh.com. Feel free to use the contact us form on that website to submit comments or questions. We are working on the merger agreement now and plan to file the change of control notice in the next few months. You can also reach out to me directly if you have any questions or comments.

We have are received a donation from Ben & Jerry's in Meredith. The will be donating individual servings of ice cream to the agency in a variety of flavors. We will have them in both locations for the taking on Monday, June 15. Please feel free to grab one starting on Monday.

Communication Updates 2

Happy Fourth of July!!! I still can't believe it is July. I do feel like the last four months have been a blur. I hope we can all enjoy some of the summer because before you know it, the fall will be here. At least we aren't in Montana and Utah, where they got 6 inches of snow, the first time ever that it snowed in July (at least that is what the news said).

Last evening, Central's Board of Trustees met and voted to approve the Merger Agreement with Concord Regional VNA. This is the document that outlines the conditions of the merger. The past 4 months since the announcement of the signing of the letter of intent to merge, we have been working on a legal due diligence, financial and operational structure due diligence, the merger agreement, listening sessions for the community and several other components of the merger. Though the pandemic has slowed things a little bit, we were able to get through it all and the vote was favorable. The Merger Agreement states that we will become one entity and Concord Regional VNA will be the surviving entity. It references that this is a friendly arrangement and that the mission and heritage of both agencies will be respected and integrated into the combined entity. The guiding principles are: Commitment to Health Care needs of the community, commitment to quality, effective and efficient services, furtherance of parties' charitable mission, compliance with applicable charitable and tax-exempt requirements and commitment to unified entity and fiduciary duties. There is also the commitment of keeping all three locations. The continued work on the mission, name, Bylaws and Articles of Agreement will be a joint effort with Trustee workgroups from both agencies. Once the merger is closed, the integration period will be 24 months, which means within that time period, we will work to become one agency though integration of operations and conversion to one EMR. During the integration period, the Board will be made up of 7 CNHVNA Board members and 14 CRVNA Board members. There are some items listed that cannot be changed unless there is a supermajority of the Board (3/4 of the voting members need to approve) such as office locations, amendment to governing documents, corporate reorganization, etc.

Next steps, is to file a Change of Control notice to the Division of Charitable Trust (DCT) and to continue to work on Exhibits such as mission, combined entity Board members, Bylaws, etc. Once the Change of Control notice is filed, the DCT has 6 months to do their due diligence which includes a public hearing. Once approved by the DCT, regulatory papers are filed to make the two agencies into one entity and the closing date is scheduled. Our goal for closing is December 31, 2020 but due to some delays with COVID, that is a very lofty goal. I would say it would be closer to February/March.

There are a lot of these documents up on our combined website as well as the recorded listening session if you would like to review them. The website is www.vnaforthefuturenh.com. Please let me know if you have any questions. Also I would like to know if I were to set up a few town hall meetings via conference line if that would be of interest to anyone so that you can ask your questions or hear the latest update. Just let me know if you feel that would be helpful.

From Tammi Mozier: To visiting staff: We have now been able to acquire enough masks for you to use ONE with each patient visit. I very much hope this will help you in the heat of the summer. Please know that IF supply resources diminish, we may need to go back to our previous practice. We will be providing you with boxes of 50 masks. A box should last you at least 2 weeks if you are full time and longer if you are less than 40 hours. Please also know that the quality of the masks is out of our control. Do let me know if there are issues and I will do what I can. I appreciate each of you every day!

Attachment G / Response 7

Summary of the meetings, and various meeting materials, among Concord VNA senior management and Concord VNA staff

DATE: Tuesday, July 21, 2020

ATEENDEES: Billing/Finance

INFORMATION SHARED/ANY CONCERNS:

The main concern that many expressed is how will the two agencies be integrated. With two agencies coming together, what changes will be made to the accounting and billing departments? For example:

- Will positions and roles change? I am also concerned/anxious to see the organizational chart regarding this question. Will we have 2 payroll staff, 2 accountants, 2 CFOs, 2 Directors of Finance, etc. or will roles and titles be changing? Will departments be combined?
- With integration to one EMR, do we know what one will be the EMR that stays? How long will the implementation/training process take? Same for Payroll and Accounting, will we be using two separate systems and processing payroll/AP separately, or will this be done under one system? Will the departments be working together, or will the departments in each agency be operating independently?
- Will pay structure change? Will employees have to reapply for their positions? Will the benefits stay the same for each Agency, or will they be modified into one unified set of benefits (with possible changes)?
- Will hours of operation change?

DATE: Monday, July 27, 2020

ATEENDEES: Clinical Review

INFORMATION SHARED/ANY CONCERNS:

A general update and overview was provided.

DATE: Monday, July 27, 2020

ATEENDEES: Administrative Staff

INFORMATION SHARED/ANY CONCERNS: What does the merger mean for administrative staff? Such as:

- Will our roles/responsibilities change?
- Will who we report to change?
- Will some of us be moved to the other location?
- Will some of our positions be eliminated? If so, will we be offered a different position or be laid off?
- What opportunities might there be for us in the future?
- The only thing that has me a bit stressed is how secure my job is! Not that anyone has guarantees.
- Actually, one other thing. Now that you announced they are not replacing you at the moment, are there other areas where they may have one person covering both agencies?

- My curiosity is about the process of the merger how do two agencies become one? Is there a time frame which the work needs to be completed? How or who decides what processes to continue, change and modify? What will the impact be on the patients? Referral sources?
- I think it is a fascinating endeavor.

DATE: Wednesday, July 29, 2020

ATTENDEES: Community Benefits/Sr Health

INFORMATION SHARED/ANY CONCERNS:

- What Central currently offers for community benefit programs and do they have staff specific to those programs to support them.
- How the offering of Concord's current programs will change (same programs / larger catchment?) and is that done with Concord's current staffing.

DATE: Thursday, August 13, 2020

ATTENDEES: Business Development

INFORMATION SHARED/ANY CONCERNS:

- Job security as Central has a low census so volume is a concern.
- "My main concern is who will oversee FRH and LRGH"- from a liaison who has put in a lot of work with them and really enjoys working with them.
- Hospice house availability (not related to COVID) due to increased service area.
- Will the territories for the liaisons going to change?
- Just curious what the liaison role will be. The coverage area is a lot bigger now. Will there be similar expectations? Will we be rolling out a PR plan to spread the news? Will we have a new name? Boy I feel like I have a ton but given our current situation I don't think they can be answered. I guess one thing that would be helpful is what new towns and facilities will we be now covering? What facilities do they have existing Hospice contracts with? Will we have a central intake for both facilities (hope so).

DATE: Wednesday, September 23, 2020

ATTENDEES: Hospice

INFORMATION SHARED/ANY CONCERNS:

- Will there be a Field Supervisor (Or two) to assist the Director with daily issues that may arise, like at the Hospice House? With the increase in area covered, it seems that this would be helpful to the staff in feeling better supported. "(One director would be far too overwhelmed to cover all the staff and HH and patient problems, in my opinion.)"
- Will there be more than one On Call person at night as the area is far too large for one person to cover?
- Is there consideration for an On-Call team lead, so that everyone has the needed support when feeling "out there alone" in the night?
- Is there a plan on how to integrate 2 similar positions, what that looks like, how can we prepare and what would be an estimate of a time line?
- Will both agencies be on the same program (Homecare Advisor)?

- Will all staff merge (community nurses, spiritual care, MSW, etc.) to one scheduling dept or will each continue to maintain their respective staff (admissions, referrals, intake)?
- Will all staff merge for meetings (ex. joint staff)?
- Will operations be combined to one location (Scheduling, Intake, HR) Will Staff be increased to cover operations, for example On Call Staff, Intake, Weekend Support staff?
- Do you think there will be any changes to employee Benefits, (Health Insurance / earned time etc.)?

DATE: Thursday, September 24, 2020

ATTENDEES: Home Care Team 1

INFORMATION SHARED/ANY CONCERNS:

DATE: Thursday, September 24, 2020

ATTENDEES: Home Care Team 2

INFORMATION SHARED/ANY CONCERNS:

DATE: Thursday, October 1st , 2020

ATTENDEES: Home Care Team 3

INFORMATION SHARED/ANY CONCERNS:

DATE: Tuesday, October 6, 2020

ATTENDEES: Home Care Team 4

INFORMATION SHARED/ANY CONCERNS:

2020		Approx.
Wednesday, March 18 3:30 PM	Merger Update - Management Team	23
Thursday, March 19th at 8:15 AM	A Good News Break From Covid-19 Agency Town Hall Meeting	200
Thursday, March 19th at 8:30	A Good News Break From Covid-19 Agency Town Hall Meeting	90
Hall Friday, March 20 at 9:00 AM	A Good News Break From Covid-19 Agency Town Hall Meeting	5
Monday, March 23 3:30 PM	A Good News Break From Covid-19 Agency Town Hall Meeting	2
Wednesday, March 25 9:15 AM	A Good News Break From Covid-19 Agency Town Hall Meeting	
Monday, March 30 9:00 AM	A Good News Break From Covid-19 Agency Town Hall Meeting	
Monday, March 30 3:30 PM	A Good News Break From Covid-19 Agency Town Hall Meeting	
Monday, July 27 at 11:00 AM	Merger Update - Clinical Review	
Monday, July 27 at 3:15 PM	Merger Update - Administrative Staff	
Wednesday, July 29 at 8:00 AM	Merger Update - Community Benefits/Sr Health	
Thursday, August 13 at 2:00 PM	Merger Update with Beth and Business Development	
Wednesday, September 23 at 9:00 AM	Merger Update with Beth - Hospice	
Thursday, September 24 at 8:15 AM	Merger Forum with Beth - Home CareTeam 1	
Thursday, September 24 at 9:45 AM	Merger Forum with Beth - Home CareTeam 2	
Thursday, October 1 at 8:30 AM	Merger Forum with Beth - Home Care Team 3	
Tuesday, October 6 at 8:15 AM	Merger Forum with Beth - Home Care Team 4	

Beth Slepian - Please Read: Important Announcement

From: Beth Slepian
To: All Agency Broadcast Message
Date: 3/19/2020 10:19 AM
Subject: Please Read: Important Announcement
Attachments: CRVNA_CNHVNA LOI Announcement_FINAL.docx

Dear Staff

Thank you for participating in our first “town hall” this morning. For those who missed it, I am thrilled to announce that Concord Regional Visiting Nurse Association and Central New Hampshire VNA & Hospice have signed a non-binding letter of intent (LOI) stating our intentions to pursue a merger of our two organizations. I will hold another "town hall" at noon today- the appointment has been sent to all of you.

Following our meeting, I will spend the morning reaching out to our partners in the community, volunteers, donors, and vendors to share this exciting news.

I assure you that we are focused on the health, safety and wellbeing of our patients, staff and communities during the developing COVID-19 epidemic, however, the process of merging our two organizations began before the COVID-19 outbreak, and we believe it is an important step in ensuring the future of home-based care in New Hampshire.

The announcement , which I have attached below, will be shared with the media this afternoon and contains additional information on the merger.

We are still very early in the process of exploring the possibility of unifying our two organizations but I want to assure you first and foremost that there are no plans for changes in staffing or assignments. As the process moves forward, we will be as transparent as possible with any anticipated changes. Both organizations have expressed a commitment to maintaining a physical presence in all three office locations – Concord, Laconia and Wolfeboro.

This merger would anticipate added access for patients to clinical expertise and community benefits and I thank you in advance for your continuous delivery of superior care.

We have created a dedicated website, www.vnaforthefuturenh.com, where we will share information, news and updates. Please direct patients and others who may have questions to this website, which includes a form for people to submit questions and comments.

We will continue to share information and updates with you throughout this process. In the meantime, I have scheduled several upcoming virtual town halls where I am happy to answer any questions you have over the next several weeks:

The call in number is: +1 (657) 220-3242 ; code: 229 031 360

- Friday, March 20 (9-10 a.m.)

- Monday, March 23 (3:30-4:30 p.m.)
- Wednesday, March 25 (9:15 - 9:45 a.m.)
- Monday, March 30 (9-10 a.m.)
- Monday, March 30 (3:30-4:30 p.m.)

With warm appreciation,

Beth

Beth Slepian, MBA, PT

President/CEO

Concord Regional VNA

30 Pillsbury Street

Concord, NH 03301

Phone: 603-230-5661

Fax: 603-230-5688

Beth.Slepian@crvna.org

www.crvna.org



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Press Release

FOR IMMEDIATE DISTRIBUTION

Media Contact:

Lisa Cramb

603-689-6986

lcramb@montagnecom.com

Concord Regional Visiting Nurse Association and Central New Hampshire VNA and Hospice Announce Intention to Merge

Concord and Laconia, NH (March 19, 2020) – Concord Regional Visiting Nurse Association (Concord Regional VNA) and Central New Hampshire VNA & Hospice (Central VNA) today announced that they have signed a letter of intent (LOI) to merge their two organizations to better serve the home and community-based health care needs of residents of the Greater Capital Region and Central New Hampshire.

The non-binding LOI is the first step in a process that involves further due diligence, negotiation of final terms, opportunities for public input, approval by each organization's Board of Trustees and review by federal and state regulators. The unified agency will:

- Improve access to high-quality home-based care for individuals and families in 82 communities served
- Respond to growing demand for specialty home-based clinical services, including intravenous therapy, wound care and pediatrics
- Enhance and expand community wellness programming
- Attract, retain and develop a highly-skilled workforce

"Agencies that deliver home health and hospice services face challenges that are making it more difficult to deliver care, including complexities in technology, licensing and administrative requirements, and demand for services that require a higher level of expertise," said Beth Slepian, President and CEO, Concord Regional VNA. "Our number one priority is the health, safety and well-being of our patients, staff and communities as we all grapple with this serious public health emergency, however, we must also look to the future. Merging our agencies would allow us to maintain a high level of care, and scale to expand services throughout the New Hampshire communities we serve."

"Concord Regional VNA and Central New Hampshire VNA & Hospice have a longstanding history of working closely together," said Lisa Dupuis, CEO, Central New Hampshire VNA & Hospice. "With the healthcare landscape continually changing, we need to focus on the future in order to guarantee that we can continue to deliver the highest level of home-based health care, and I am excited about the possibilities affiliating with Concord Regional VNA would offer to our communities, our patients and our staff."

This LOI represents a high-level agreement about why a proposed merger of the two agencies would better meet the growing demand for home and community based healthcare, including nursing services, physical rehabilitation, occupational therapy, homemaking services, end-of-life care, and wellness programming. Merging would bolster the agencies' future sustainability.

Formed through the merger of Community Health & Hospice in Laconia and the VNA & Hospice of Southern Carroll County in Wolfeboro, Central VNA provides in-home healthcare services to 47 Lakes Region communities, including home care, rehabilitation services, pediatric care, palliative care, and a comprehensive, team-based home hospice program.

Incorporated in 1899, Concord Regional VNA is a not-for-profit licensed and certified home health and hospice care provider. The agency serves people of all ages in more than 44 communities in central New Hampshire by providing home care, hospice, palliative, and

personal home services, pediatric and maternal child health services, and wellness programming. Concord Regional VNA opened New Hampshire's first hospice house in 1994. In fiscal year 2019, Concord Regional VNA provided more than \$5.1 million in community benefits.

More information and updates about this merger can be found at vnaforthefuturenh.com.

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Concord Regional VNA

Talking Points – 3/19 All-Staff Town Hall

DRAFT – 3/18/20

The document below is intended to provide message points for Beth to use during the all-staff town hall regarding the signing of the March 2020 LOI (letter of intent), a non-binding document that signals the intent of the two organizations to explore a merger.

These talking points are intended to provide consistent and overarching message themes regarding the intended merger. Those message themes are:

- **Provide highest possible quality home and community-based health care services**
- **Enable enhanced community education programs**
- **Attract and retain our workforce with competitive wages and comprehensive benefits**
- **Leverage specialty programs, such as wound care and IV, to serve a greater number of patients in our communities**
- **Reduce overlap service areas for both agencies**

Situation

- We have exciting news to share, but I would like to preface it by first acknowledging that, given the serious and evolving COVID-19 situation, the timing of this news may seem unusual. However, it is about work that began long before we were faced with this public health crisis. I assure you that the health, safety and wellbeing of our patients, our community and all of you is our number one focus.
- Thank you all for remaining calm under pressure, following protocol and being flexible with patient needs and fears. I am prouder than ever to lead this organization.
- Concord Regional VNA & Central NH VNA & Hospice have signed a letter of intent (LOI), a non-binding legal document stating our intentions to pursue a merger of our two organizations. The LOI represents our organizations' agreement about why a proposed merger would better meet the growing demand for home and community based healthcare that provides nursing services, physical rehabilitation, occupational therapy, homemaking



services, licensed nursing assistants and end-of-life care, allowing for sustainability in the communities we serve.

- We anticipate that I will lead the combined organization as CEO alongside Lisa Dupuis, current CEO of Central NH VNA & Hospice, as COO.
- I know it's hard to focus on anything besides what's happening right now, even hour-to-hour, but this is a move that will set us up for a bright future and an expansion of the legacy created in the 120 years that came before this point. I hope you're as excited as we all are.

Industry headwinds

- The home health and hospice industries are facing increasing pressures that challenge the capability of agencies to deliver care into the future. Complexities in technology, licensing and administrative requirements demand an increase in expertise that requires a certain level of scale and efficiency to maintain. Duplication of services in overlapping territories squander resources that could be better utilized by serving the community in a collaborative way.

Existing relationship

- Because our missions are similar and our service areas are in close proximity with some overlap, we have a longstanding history of working closely together with Central NH VNA & Hospice. Our agencies often collaborate on ways to best provide home and community-based health care services to the communities we serve, and we look forward to exploring more what we can do together.

Merger Benefits

- Multiple benefits will arise from this merger – aimed at providing high quality home and community based health care services. In addition, we will be better able to attract and retain our workforce with competitive wages, comprehensive benefits and opportunities for career growth. We can enhance our specialty programs, such as wound care and IV, and use programs to serve a greater number of patients in our communities.

Patient impacts

- Patients will continue to receive the same superior care they always have, with added access to clinical expertise and community benefits. Our goal is to provide quality home and community-based health care services. We will evaluate needs on an ongoing basis and adapt to the demands of the communities we serve, as we always have.



Anticipated changes

- We are still very early in the process of exploring the merging of our two organizations but want to assure our employees that we do not anticipate any changes. Both organizations have expressed a commitment to maintaining a physical presence in all three office locations, as the majority of our employees are in the field working in the communities we serve.

Process

- The next step in this process is for our agencies to conduct due diligence and continue working together on the details of merging our organizations into one entity. We expect this to happen over the next several months, during which time we will host public listening sessions in Laconia, Wolfeboro and Concord to gather input from our communities.

Keeping the public informed

- We believe it is important for us to be transparent about our intentions, so we have created a dedicated website, www.vnaforthefuturenh.com where we will share information, news and updates. Please feel free to direct any patient questions there.

What now?

- As far as your day-to-day goes, nothing is changing. We have engaged a consultant to guide us through the exploration phase, now that we are entering official conversations regarding the merger.
- First and foremost, our focus is on the safety and health of you and our patients. We will provide updates as this process continues.
- I will be spending the remainder of the morning making calls to alert our partners in the community, so I have scheduled several more town halls and I'll be happy to answer any questions you have directly. An email will be sent this afternoon with dates and times. In the meantime, feel free to connect with your managers directly with questions.
- An announcement will be distributed to media this afternoon, at which point it will be public news, but we anticipate much of the focus in our state will remain centered on COVID-19. Should any reporters reach out to you regarding the merger, please direct them to Andy Morse.





Concord Regional VNA

All-Staff Memo

DRAFT – 3/18/20

The message below is intended to be distributed to all staff immediately following the LOI press release distribution, and accompany the press release itself.

All,

Thank you for participating in our first “town hall” this morning. For those who missed it, I am thrilled to announce that Concord Regional Visiting Nurse Association and Central New Hampshire VNA & Hospice have signed a non-binding letter of intent (LOI) stating our intentions to pursue a merger of our two organizations.

Following our meeting, I spent the morning reaching out to our partners in the community, volunteers, donors, and vendors to share this exciting news.

I assure you that we are focused on the health, safety and wellbeing of our patients, staff and communities during the developing COVID-19 epidemic, however, the process of merging our two organizations began before the Coronavirus outbreak, and we believe it is an important step in ensuring the future of home-based care in New Hampshire.

Minutes ago, the official announcement was shared with the media, which you can view [below or attached], and contains additional information on the merger.

We are still very early in the process of exploring the possibility of unifying our two organizations but I want to assure you first and foremost that there are no plans for changes in staffing or assignments. As the process moves forward, we will be as transparent as possible with any anticipated changes. Both organizations have expressed a commitment to maintaining a physical presence in all three office locations – Concord, Laconia and Wolfeboro.

This merger would anticipate added access for patients to clinical expertise and community benefits and I thank you in advance for your continuous delivery of superior care.



We have created a dedicated website, www.vnaforthefuturenh.com, where we will share information, news and updates. Please direct patients and others who may have questions to this website, which includes a form for people to submit questions and comments.

We will continue to share information and updates with you throughout this process. In the meantime, I have scheduled several upcoming town halls where I am happy to answer any questions you have over the next several weeks:

- Friday, March 20 (9-10 a.m.)
- Monday, March 23 (3:30-4:30 p.m.)
- Wednesday, March 25 (9:15 - 9:45 a.m. at Hospice House)
- Monday, March 30 (9-10 a.m.)
- Monday, March 30 (3:30-4:30 p.m.)

Sincerely,

Beth



CONCORD REGIONAL
VISITING NURSE
ASSOCIATION

YOUR
CHOICE
FOR

120
YEARS



Concord Regional VNA – Central NH VNA Proposed Merger Questions

Responses to the following questions will inform messaging, talking points and Q&A:

1. Why are the organizations considering a merger?

The delivery of home-based health and hospice services is becoming more and more complex. The home health and hospice industries are facing increasing pressures that challenge the ability of agencies to deliver care into the future. Keeping pace with complexities in technology, licensing and administrative requirements demands expertise that requires scale and efficiency to maintain. Duplication of services in overlapping territories squanders resources that could be better utilized by serving the community collaboratively.

2. What are the benefits to the organizations?

Through the consolidation of administrative functions of both agencies, overhead costs of providing high quality home and community based health care services will be reduced.

Combining the strengths of our organizations will allow us to enhance community education programs.

We will be better able to attract candidates and retain our workforce with competitive wages, comprehensive benefits and opportunities for career growth.

We can enhance our specialty programs, such as wound care and IV therapies, and use these programs to serve a greater number of patients in our communities.

3. Is one (or both) in financial trouble?

The short answer is no. Both organizations are in positions of financial strength and stability. This is a strategic formal collaboration that will better enable us to sustain and expand home health care and hospice services and wellness programs in the communities we serve.

4. Can't the organizations just collaborate/partner without merging?



603.644.3200



814 Elm Street, Suite 205, Manchester, NH 03101



www.montagnecom.com

A fully integrated and merged organization will best position us to provide access to nonprofit home health care and hospice services for Central New Hampshire's most vulnerable people.

5. What will the combined organization be called?

Decisions such as this will be made further along in the process through the collaboration of both organizations.

6. How will this merger effect employees? Will there be layoffs? Will you hire more people?

There are no plans for layoffs or new hires.

7. Will current employees be reassigned?

Employees will continue their job functions as we continue to explore integrating our organizations.

8. What will the structure of the combined organization look like?

Decisions such as this will be made further along in the process through the collaboration of both organizations.

9. Who will lead the organization?

We anticipate Beth Slepian, current president and CEO of Concord Regional VNA, and Lisa Dupuis, current CEO of Central NH VNA & Hospice, will lead the organization as CEO and COO, respectively.

10. Is this the first merger for both organizations?

Central New Hampshire VNA & Hospice has accomplished two successful mergers in its history. One in the late 1980s (merging a Hospice Agency with a Homecare Agency) and one in 2010 (merging of two Homecare and Hospice Agencies).

11. Are you considering other merger opportunities at this time?

Neither organization is considering any other merger opportunities.

12. Will there be one board of directors? What will happen to the current boards?

Decisions such as this will be made further along in the process through the collaboration of both organizations.

13. Where will the combined organization be based?

Due to the nature of our business, the majority of our employees are in the field, working in the communities we serve. Both agencies have expressed a commitment to maintaining a physical presence in all current locations.

14. How will this merger effect patients?

Patients will continue to receive the same high quality care they always have, along with additional access to clinical expertise and community benefits.

15. Will you add services?

Our goal is to provide quality home and community-based health care services. We will evaluate needs on an ongoing basis, as we always have, and adapt to the needs and demands of the communities we serve.

16. How many patients do both organizations currently serve?

More than 2,070 unduplicated.

17. In which towns do your services overlap?

Barnstead
Belmont
Franklin
Gilmanton
Laconia
Northfield
Sanbornton
Tilton

18. What will happen with patients (and employees) in the communities where your services currently overlap? Laconia, for instance. Will patients have to transition to new/different care teams?

While we would not anticipate any changes with care delivery staff, because we are at the early stages of this process, decisions regarding the delivery of care have not been made. However, there will be no immediate changes. Any anticipated changes will be communicated to those impacted.

19. How will this merger effect fundraising / donations? Will donations made to Central NH VNA stay within the communities of its current service area?

Both agencies are committed to honoring the restrictions that donors may place on accepted donations. Funds previously raised will continue to support the missions of the agency from which they were raised.

20. How will this merger effect the organizations' relationships with providers (doctors, hospitals, nursing homes, etc.)?

This merger stands to simplify the process from which a provider refers patients for care. We anticipate that the increase in quality of care and community benefits will help deepen the relationships each agency currently has. We also anticipate increased access to care for the communities that we service.

21. Will you build a Hospice facility in the Lakes Region, like Hospice House in Concord?

A new hospice facility is not planned, though patients of Central NH VNA & Hospice will have access to the Concord Regional VNA Hospice House.

22. How will this merger benefit the communities you serve?

A unified organization will allow for the provision of, and access to, high quality care. In addition, it will help perpetuate nonprofit homecare access to the most vulnerable of populations in our service area through the provision of increased community benefits.

23. Who must approve of this merger?

The New Hampshire Division of Charitable Trusts, the New Hampshire Attorney General, the Boards of Trustees of both organizations, and Capital Region Health Care.

24. What are the next steps?

At this stage, we will move forward with a feasibility study and due diligence to further investigate how the collaboration would be best structured. We anticipate this to be conducted over the next 3-4 months. In the meantime, we plan to hold a series of listening sessions in Laconia, Wolfeboro and Concord to gather input and comments from the public.

25. Given the developing COVID-19 situation, shouldn't your focus be on keeping patients safe right now?

The health, safety and wellbeing of our patients, employees and communities is our first priority, however, the process of merging our two organizations began well before the Coronavirus outbreak, and we believe it is an important step for ensuring the future of home-based care in New Hampshire.

Beth Slepian - Virtual Public Listening Session on Proposed Merger

From: "Concord Regional VNA " <crvnainfo@crvna.org>
To: "Andy" <andrew.morse@crvna.org>
Date: 5/29/2020 11:26 AM
Subject: Virtual Public Listening Session on Proposed Merger

* **CAUTION** - This is an EXTERNAL email - DO NOT open attachments or links in unexpected emails or from unknown senders *



Dear Andy,

Virtual Public Listening Session on Proposed Merger

Concord Regional VNA and Central New Hampshire VNA & Hospice are holding a virtual public listening session on Wednesday, June 3 from 4:30 to 6 p.m. to share information about the proposed merger and gather feedback from the public through a question and answer session.

The online listening session follows our announcement on March 19 of the signing of a non-binding letter of intent (LOI) to merge. The non-binding LOI is the first step in a process that involves further due diligence, negotiation of final terms, opportunities for public input, approval by each organization's Board of Trustees, and review by federal and state regulators.

The listening session includes a presentation by Beth Slepian, President/CEO, Concord Regional VNA and Lisa Dupuis, CEO, Central NH VNA & Hospice outlining the organizations' plans for the merger and its role in sustaining the home and community based health care needs of residents of the Greater Capital Region and Central New Hampshire.

Following the presentation, Slepian and Dupuis will be joined by Concord Regional VNA Board of Trustees Chair Melvin J. Severance and Central NH

VNA & Hospice Board of Trustees President Kristen Gardiner for a live question and answer period in which they will take questions from attendees.

The public listening session will be hosted on Zoom, and those who wish to participate must register **here by 2 p.m. on Wednesday, June 3.**

The event will begin promptly at 4:30 p.m. EST on Wednesday, June 3, and will conclude immediately following the question and answer period.

Concord Regional VNA
The Slusser Center, 30 Pillsbury Street, Concord, NH 03301
Phone: [\(603\) 224-4093](tel:(603)224-4093) | Fax: [\(603\) 227-7522](tel:(603)227-7522)
E-mail: crvnainfo@crvna.org

[Privacy Policy](#) | [Unsubscribe](#)



Beth Slepian - Message from Beth

From: Beth Slepian
To: All Agency Broadcast Message
Date: 6/10/2020 12:33 PM
Subject: Message from Beth

Dear Team,

It is difficult to believe that June is here and summer is nearly upon us. The past few months have been both a whirlwind and a grind for all of us.

Although the number of newly identified positive cases of COVID-19 has declined in New Hampshire recently and the state has slowly begun to reopen, the pandemic continues. We continue to adhere to state and CDC guidelines and to diligently monitor for signs of illness to protect our patients and their families, and you and your families and those who are close to us. We understand that many are still juggling the challenges of working while also caring for children who would otherwise be at school or daycare, or preparing for summer camps. Uncertainty about how and when our daily lives will return to “normal” is stressful, and I want you to know that I appreciate all that you do for our patients – and each other.

As you know, our agency is exploring the possibility of merging with Central New Hampshire VNA & Hospice. Last Wednesday, June 3, we took the next step in this process when we hosted a virtual public listening session to share our vision for the future and gather feedback. Nearly 150 people, including staff members of both agencies, community partners, providers, residents and others, joined us for the session – many asked excellent questions and shared their thoughts with us. Overall the session and the subsequent feedback we received was extremely positive. If you would like to learn more about our proposed merger and to view a recording of the listening session, please visit www.vnaforthefuturenh.com.

Finally, since 1899, Concord Regional VNA has been committed to meeting the health needs of the communities we serve by providing compassionate care to *all people*, and especially to the most vulnerable among us. Our values of respect, compassion, competence, leadership and excellence are the foundation for all we do, and I hope you are all proud of the positive impact you make on the lives of people throughout our region.

I understand that this is a tremendously stressful time, and want you to know that you are supported – and appreciated. I am proud of and grateful for the work you do each day to serve our patients, their families and our entire community.

Warmly,

Beth

Beth Slepian, MBA, PT

President/CEO

Concord Regional VNA

30 Pillsbury Street

Concord, NH 03301

Phone: 603-230-5661

Fax: 603-230-5688

Beth.Slepian@crvna.org

www.crvna.org



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Beth Slepian - Merger Update

From: Beth Slepian
To: All Agency Broadcast Message
Date: 7/21/2020 2:30 PM
Subject: Merger Update

Good Afternoon,

At the end of June, **our Board of Trustees met and voted to approve the Merger Agreement with Central NH VNA and Hospice (CNHVNAH). Their Board of Trustees followed with their vote and approval on July 1.** The Merger Agreement is the document that outlines the conditions of the merger.

Since signing the letter of intent in March, we have worked to complete legal, financial, and operational structure due diligence; the Merger Agreement; listening sessions for the community and several other components of the merger. **The Merger Agreement states that we will become one entity and Concord Regional VNA (CRVNA) will be the surviving entity.** Both organizations are committed to the mission and history that each brings to the Combined Entity. The guiding principles are:

- Commitment to the health care needs of the community;
- Commitment to quality; Effective and efficient services;
- Furtherance of parties' charitable mission;
- Compliance with applicable charitable and tax-exempt requirements; and
- Commitment to unified entity and fiduciary duties.

The Board of Trustees for both organizations will develop the mission, and review organization name, Bylaws, and Articles of Agreement. Once the merger transaction is closed, the integration period begins and will be 24 months long. This means that within that time period, we will work towards becoming one agency through integration of operations and conversion to one EMR. Also, during this time, the Board of Trustees will be made up of 7 CNHVNAH Board members and 14 CRVNA Board members.

The next step is to file a Change of Control notice to the Division of Charitable Trust (DCT).

Once the Change of Control notice is filed, the DCT has 6 months to do their due diligence which includes a public hearing. Once approved by the DCT, regulatory papers are filed to make the two agencies into one entity and the closing date is scheduled. Our goal for closing was December 31, 2020 but due to some delays with COVID, we may be looking at early 2021.

As we work together for a smooth transition, **we are excited about the possibilities this merger will create for both organizations to be stronger as a Combined Entity.**

We have a website, www.vnaforthefuturenh.com, where we post important information as well as the recorded listening session. Please take a moment look at the information available.

I will be scheduling times to meet with all of your teams. I welcome your comments, questions and concerns. Please feel free to contact me.

Warmly,

Beth

Beth Slepian, MBA, PT

President/CEO

Concord Regional VNA

30 Pillsbury Street

Concord, NH 03301

Phone: 603-230-5661

Fax: 603-230-5688

Beth.Slepian@crvna.org

www.crvna.org



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Beth Slepian - Merger Update

From: Beth Slepian
To: All Agency Broadcast Message
Date: 9/10/2020 8:06 AM
Subject: Merger Update

Hello!

It is hard to believe that September is upon us – I hope you enjoyed the summer, despite the everyday challenges brought about by COVID-19. I want to take a moment to provide you with a brief progress update on our efforts to merge with Central New Hampshire VNA & Hospice.

On August 5, 2020, CRVNA and CNHVNAH filed a Definitive Merger Agreement and Notice of Change of Control with the New Hampshire Attorney General's Charitable Trusts Unit for review and approval. This marks an important step toward seeking regulatory approval to join our two organizations. I expect the Charitable Trusts Unit to convene at least one public hearing regarding our merger in the near future, and I will share details with you as soon as I have them.

Your input is essential to the process as we continue to work toward merging our two agencies. Our partner, Montagne Communications, will be conducting a short survey of a random group of employees, patients and providers in the next few weeks. If you receive this survey by email, I hope you will take a few moments to complete and submit it.

If you have additional questions or comments, please do not hesitate to e-mail me directly. You may also submit them through the contact form at www.vnaforthefuturenh.com. The executed definitive merger agreement is available [here](#).

Thank you for all you do for our patients and their families, our community, and our agency.

Warmly,

Beth

Beth Slepian, MBA, PT

President/CEO

Concord Regional VNA

30 Pillsbury Street

Concord, NH 03301

Phone: 603-230-5661

Fax: 603-230-5688

Beth.Slepian@crvna.org

www.crvna.org



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Attachment H / Response 8

Copies of meeting minutes of Concord VNA Board



CONCORD REGIONAL
VISITING NURSE
ASSOCIATION

YOUR
CHOICE
FOR

120 YEARS

**Board of Trustees Meeting
April 14, 2020**

Present: Mel Severance, Chair, Andrea Stevenson, Dan Andrus, Michelline Dufort, Michael Griffin, Lyn Lindpaintner, Brett Allard, Deacon Winton DeRosia, David Green, Brian Duffy, Erin Feltes, Jay Mullins, Tim Lesko, Paul Greenan, Patricia Bourgault, and Beth Slepian.

Staff: Geraldine Holmes, Linda Flewelling, Deb Mullen, Keliene Totten, Andrea Patrick-Baudet, Andy Morse, Melissa Howard, Mary Mosseau

Mel Severance called the meeting to order at 7:32 a.m.

Secretary's Report: Lyn Lindpaintner moved to approve the March 10, 2020 Secretary's Report. Tim Lesko seconded the motion that passed unanimously.

Conflicts and Disclosures: Conflicts and Relationship Disclosures are on the agenda at all Board Meetings to remind Trustees of the requirement to disclose and recuse themselves from Board discussion and votes if necessary.

Finance Committee: Geri Holmes reported that revenue for the month of February was above budget by \$206,790 and expenses were above budget by \$54,281 leaving a positive budget variance of \$152,509.

The Operating Income for February including non-operating revenue and support was \$85,288 continuing to show positive performance from December and January gains of \$39,994 and \$51,111, respectively. Year to Date Referral volume was 4% below budget.

Home Care: Referrals were 2% below budget for February; Admissions were 2% below budget. Conversion rate was below budget at 84% for February. YTD Program loss is \$264,168.

Hospice: Referrals were 3% below budget for December. Admissions were 3% above budget. Hospice House Occupancy was 11% below budget. YTD hospice billable days is 3% above budget. YTD Program loss is \$9,850.

PHS: We are continuing to increase staffing and working to rebuild program volume. New referrals are now being accepted as of February 3rd. YTD Program loss is \$268,190.

David Green moved to approve the February 2020 Financials. Michelline Dufort seconded the motion that passed unanimously.

Mel Severance reviewed the minutes of the Executive Committee meetings on March 19, 2020 and April 1, 2020.

Dan Andrus moved to approve the Executive Committee Meeting Minutes for March 19, 2020 and April 1, 2020. Brian Duffy seconded the motion that passed unanimously.

Mel Severance moved for the full Board to approve the Executive Committee vote of 4/1/2020 to move \$2M from the Cambridge Trust Money Market fund to the agency operating account to cover operations during the COVID-19 pandemic. During the 2021 budget cycle, the Board will determine if funds can be moved back to Cambridge Trust. Lyn Lindpaintner seconded the motion that passed unanimously.

Andrea Stevenson moved to approve CRVNA Policy Exposure to COVID-19. Lyn Lindpaintner seconded the motion that pass unanimously.

Beth Slepian reported on the Paycheck Protection Program which provides small businesses (500 or less employees) with funds to pay up to 8 weeks of payroll costs including benefits. Funds are provided in the form of loans that may be fully forgiven when used for payroll costs, interest on mortgages, rent, and utilities. Forgiveness is based on the employer maintaining or quickly rehiring employees and keeping salary levels. Forgiveness will be reduced if full-time employee headcount declines, or if salaries and wages decrease. Loan payment will also be deferred for six months. No collateral or personal guarantees are required. Neither the government nor lenders will charge small businesses any fees. There is no pre-payment penalty.

SBA Lender, Bank of New Hampshire, has approved a loan for \$6,169,200.00 based on payroll costs and 395 employees during 2019. Concord Regional VNA plans to apply for loan forgiveness. The funds cover an 8-week period beginning at loan origination. The intention is to keep employees on payroll and ready for duty. This includes per-diem employees who work a minimum of 16 hours/week.

The loan will support our payroll until normal business resumes. We need to fulfill the terms for loan forgiveness and then continue to monitor staffing levels related to referrals/business performance.

Jay Mullins moved to accept the \$6,169,200.00 loan from Bank of New Hampshire SBA Paycheck Protection Program to be used to maintain and support our workforce during COVID-19 and recovery. The intent is not to have any loan outstanding by the end of this program or by July 15, 2020 whichever is later. Tim Lesko seconded the motion which passed unanimously.

Referrals are down month to date as non-emergency procedures have been postponed, and hospital census' is down. The Agency had approximately 200 referrals month to date, whereas, in the past it would have been about 350.

Geri Holmes reported that on Friday we received a stimulus payment from CMS for approximately \$1.5M to be used for expenses or lost revenue due to COVID-19. We applied and received Medicare accelerated/ advanced payments for cash flow which represents an average of 3 months of Medicare payments. The accelerated/ advanced payments will be recouped after 120 days. This time frame may be extended due to the State of Emergency.

David Green asked if we would see any lasting impact from COVID-19. Beth responded we do not know the full impact. There are patients who have refused care due to fear of exposure, which may lead to a decline in health. We would expect the need for home-based care to grow, both from increased hospital MD volumes, but also due to concern about facility-based care. Nurse Practitioners can now sign orders for Home Health, which has been a legislative effort for a long time. This may create opportunities for virtual telehealth visits along the continuum.

The President's Report was included in the Board Mailing. Beth reported our agency applied for \$50,000 grant to be used for personal protective equipment through the COVID-19 Emergency Healthcare System Relief Fund administered by the NH Department of Health and Human Services. The request remains pending.

The merger with Central New Hampshire VNA and Hospice is progressing as we conduct due diligence. The timeline will be delayed as the New Hampshire Charitable Trust Department is not processing mergers due to COVID-19. This pandemic underscores the benefit of being a larger organization.

Lyn Lindpaintner asked if Hospice Face to Face can occur by telehealth. Andrea Patrick-Baudet confirmed that this is being done. The Relief, and Economic Security Act (CARES) allows the Hospice Face to Face encounter to be conducted remotely, even by telephone. The Act also allows telehealth encounters to substitute for visits in home care and hospice to reduce transmission and improve care access. Telehealth is not reimbursed by Medicare under Home Health. We have nearly 20 patients on service that are COVID-19 positive.

Brian Duffy moved to adjourn the meeting. Michael Griffin seconded the motion which passed unanimously.

The Meeting was adjourned at 8:20 a.m.

Respectfully Submitted,
Michael Griffin, Secretary

Executive Committee Meeting Minutes
April 27, 2020
7:30-7:50 am

Present: Mel Severance, Michael Griffin, Jay Mullins, Michelline Dufort, Andrea Stevenson, Beth Slepian, CEO, Geri Holmes, CFO

COVID-19

Beth Slepian provided an update regarding our ongoing response to COVID-19. We have the PPE we need. Staff received eye protection that can be worn at each visit, for all patients. We have the proper PPE for COVID +. We currently have 9 patients in Home Care and Hospice. We will begin masking all patients this week with a combination of cloth and surgical masks. Caregivers will be asked to stay out of the room or mask.

We have approx. 16 clinical staff out on unemployment due to school closures. We have 4 new staff starting today, 1 RN and 3 Aides. Staffing is difficult and we will adjust as needed. Home Care census is down 15%; hospice has been stable, although under budget.

Facilities are only accepting Hospice nurses so exposure is limited. They limited our access very early on.

Paycheck Protection Program- Michelline inquired about the PPP and full use. Geri Holmes explained the amount granted is based on 2019, and staff who are on unemployment would have been counted. There are several tests that can be used and we will evaluate at the end of one month. There are also opportunities to utilize funds for other expenses: utilities, 401K, etc.

COVID-19 Emergency Healthcare Relief Fund

We applied for a grant from the State of NH COVID-19 Emergency Healthcare Relief Fund. We were awarded \$50K in the form of a loan, which can be forgiven at the end of the crisis. We applied for PPE, but the State will also look at other funding that has been received before determining forgiveness. It is an interest free loan that would need to be paid back within 180 days of the end of the State of Emergency. \$30K has been spent to date.

Michelline Dufort made the motion to accept the Emergency Healthcare Relief Fund Loan, Michael Griffin seconded the motion. Motion passed unanimously.

Long Term Stabilization Program

The Governor announced a program that would provide \$300/ week for full time employees and \$150/week for part time employees. He announced this is for home care workers, among other health care workers who work for a Medicaid provider. To be eligible, the employee would have to work with Medicaid clients a minimum of 8 hours per week. Concord Regional VNA applied for the program prior to the final guidance. We do not provide this level of service to the Medicaid population. We will look to see if we can withdraw our application, or wait for the decision. Our peers are not participating. The program was intended for those that serve the

Choices For Independence (CFI)/Medicaid clients. These programs tend to have low wage workers.

Merger

Simione Consulting conducted our interviews last week related to organization structure, IT and financials. Central NH VNA & Hospice has their interviews this week.

We will upload all of our due diligence documents for the attorneys 4/28/20.

Andrew Eills will be joining us for our May 12 board meeting to discuss the definitive agreement and next steps.

Michael Griffin made the motion to adjourn. Michelline Dufort seconded the motion. Meeting adjourned at 7:50 am.

Respectfully Submitted,

Michael Griffin, Secretary

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**Board of Trustees Meeting
May 12, 2020**

Present: Mel Severance - Chair, Andrea Stevenson, Dan Andrus, Michelline Dufort, Michael Griffin, Lyn Lindpaintner, Brett Allard, Deacon Winton DeRosia, David Green, Brian Duffy, Jay Mullins, Tim Lesko, Paul Greenan, Erin Feltes, and Beth Slepian. Absent: Patricia Bourgault.

Staff: Geraldine Holmes, Linda Flewelling, Deb Mullen, Keliame Totten, Andrea Patrick-Baudet, Andy Morse, Melissa Howard, Mary Mosseau.

Mel Severance called the meeting to order at 7:32 a.m.

Secretary's Report: Paul Greenan moved to approve the minutes of the April 14, 2020 Board of Trustees Meeting and May 1, 2020 Special Meeting of the Board of Trustees. David Green seconded the motion that passed unanimously.

Conflicts and Disclosures: Conflicts and Relationship Disclosures are on the agenda at all Board Meetings to remind Trustees of the requirement to disclose and recuse themselves from Board discussion and votes if necessary.

March FY20 Financials: Jay Mullins reported that prior to mid-March there was a positive trend in financials. Beginning mid-March, the COVID-19 impact was evident. Stimulus funding was received, approximately \$1.5M, and will be used to offset losses related to COVID-19. This funding requires a lot of accounting and reporting that the team is working on with our auditors.

Concord Hospital is slowly resuming elective surgeries, which should positively impact our census.

Currently our operating account has \$19M in it. After the next payroll, we will complete an analysis of the Paycheck Protection Program funds to determine our usage of the loan/grant. Our intention is to pay back any funds that will become a loan.

Jay moved to approve the March 2020 Financials. Michael Griffin seconded the motion that passed unanimously.

Investment Committee: Brian Duffy, Chair, reported on the April 21 Investment Committee meeting. Cambridge Trust Company reviewed the Concord Regional VNA portfolio for Q1. Cambridge Trust recommended a change to the benchmarks in the Statement of Investment Policy to reflect current practices. Jay Mullins and Tim Lesko expressed reservations about this change. The benchmarks need to reflect the Committee's intentions, not practices of our investment firm. The Policy will return to the Investment Committee for discussion in July.

Mel Severance requested that Jay provide questions to be brought to the committee.

Michael Griffin left the meeting and Beth Slepian assumed role of Acting Secretary.

Executive Committee: Mel Severance reported on the April 27 Executive Committee meeting. It was an update on COVID-19 and the implications of the Long-Term Stabilization Program.

Home Care Quality Improvement and Patient Safety Committee: Lyn Lindpaintner, Chair, reported on the April 30 meeting. The committee reviewed the Home Care Q2 Performance Improvement Projects. We had good results. The agency has achieved 4 stars in quality. Lyn discussed the importance of reviewing both positive and negative comments, which will now be included in the Quality reporting. Out of 40 written comments from patients, only two were negative. Lyn shared positive comments with the Board. Full minutes are available upon request.

Hospice Quality Improvement and Patient Safety Committee: Lyn Lindpaintner, Chair, reported on the April 30th meeting. The committee reviewed the Hospice Q2 Performance Improvement Projects. We continue to see positive results from QAPI efforts. Lyn shared caregiver comments with the Board. Full minutes are available upon request.

QAPI meetings are on hold during the COVID-19 pandemic. Specific care issues will be brought to the Committee during the Public Health Emergency.

Audit Committee: Paul Greenan, Chair, reported on the May 6 Audit Committee Meeting. BerryDunn presented the FY 2020 Audit Planning. The interim fieldwork will be June 8-9, 2020 and the final fieldwork will be the week of October 12, 2020. The joint Audit/Finance Committee presentation is scheduled for November 18, 2020. Mr. Ware said that they are set-up to do the entire process remotely. Geri reported that she is working closely with BerryDunn to insure proper reporting of the impact of COVID-19.

The committee reviewed the Conflict of Interest Policy and Disclosure Reports. The reported conflicts with a non-pecuniary benefit were: Andrea Stevenson, spouse of an employee and Board Member of Concord Hospital; Lyn Lindpaintner, MD is a retired member of the Concord Hospital Internal Medical practice and continues in a per diem capacity until June 30, 2020; and David Green, MD is employed by Concord Hospital per diem and his spouse, Kristine, is employed as Director of Specialty Services.

Brian Duffy moved to accept the non-pecuniary Conflicts of Interest for Andrea Stevenson, Lyn Lindpaintner, and David Green. Michelline Duffort seconded the motion that passed unanimously. Andrea Stevenson, Dave Green, and Lyn Lindpaintner abstained from voting.

Paul Greenan moved to accept the Committee Reports. Tim Lesko seconded the motion that passed unanimously.

Policies and Procedures: The following addenda were added to our current COVID-19 Policy:

- Notification of Patients of Exposure to COVID (+) Staff Addendum to Policy 9-016A
- Notification of Employees of Possible Exposure to COVID (+) Staff Addendum to Policy 9016B. The Employee notification policy was developed with our attorney so that there is no breach in confidentiality for our employees.

Lyn Lindpaintner moved to accept the Policies and Procedures. Andrea Stevenson seconded the motion that passed unanimously.

COVID-19 Update: Beth Slepian reported that we are transitioning from Incident Command to Return to Work. We are transitioning back to our care delivery model and reducing telehealth/telephonic visits. Our management team has returned one day a week to the office beginning May 11th.

We currently have eight COVID positive; four presumed positive patients who are not being tested. The volume is low. We will continue to monitor the trends.

We are training our staff to be able to provide in-home COVID testing. There is a State contract for testing people who are not on our service. The State will reimburse us \$150 and supply the PPE. We can decline the referral if we are having staffing challenges. Approximately 45 nurses and physical therapists volunteered to be trained.

Long-term Stabilization Program: Governor Sununu announced the establishment of a Long-Term Care (LTC) Stabilization Program for services provided by front-line workers employed by certain Medicaid providers. This Program provides temporary funding to incentivize front-line workers to remain in, or rejoin, the critical workforce during the COVID-19 Emergency. The Program provides a weekly stipend to qualifying front-line employees who provide direct patient care. Concord Regional VNA received approval for the Program. The stipend is \$300 per week for full time employees and \$150 for part time employees, retroactive to April 19.

Workforce: We have had 15 skilled workers not working because of the pandemic. We have had success with hiring, and continue to hire staff, including nurses.

Governor's Office for Emergency Relief and Recovery Stakeholder Group: Beth is testifying today on how the home care and hospice sector is affected by COVID-19 to the Governor's Office for Emergency Relief and Recovery (GOFERR) Stakeholder Advisory Group.

Andrew Eills, Esq. joined the meeting.

Merger Discussion - Definitive Agreement: Andrew Eills, Esq. outlined the draft agreement. There will be a combined entity board of directors. It will initially be comprised of 17-19 members. Over time, the composition of the board will reflect the diversity of the population. Beth Slepian will be the CEO and Lisa Dupuis will be COO of the newly formed entity.

There is no legal reason to have an integration period. However, it is done so that the two organizations have 24 months to dissolve the relationship if it does not work out. During this 24-month period there will need to be a super majority vote on certain issues such as hiring senior management, the budget, and investment/endowment policies. We do not know yet if there is anything that Central NH VNA & Hospice would like to revise. Mel added that this document is currently a guideline for all board members, not just the executive committees, to understand the intent of this merger. A trustee group made up of representation of both organizations input will review the final document.

David Green said that it seems very straightforward for us. He questioned if there was anything we anticipated that would be unexpected to Central NH VNA & Hospice. Beth said that this reflects the previous discussions with the executive committees. We will be the surviving entity. We are going to have a few challenges: the name of the new organization; differences in the by-laws; and Board Composition.

Upon the signing of the merger agreement, we will provide it jointly to the Attorney General's Office. They have 180 days to review and ask questions of both parties.

In the next six weeks, we will hold virtual listening sessions to understand the community's concerns. We hope to have the listening sessions scheduled, and the consultant's report by the week of May 25th. We had hoped to bring the final agreement to the June 9th Board Meeting. However, we may need to hold a special session in July.

Dan Andrus moved to adjourn the meeting. Michelline Dufort seconded the motion that passed unanimously.

The Meeting was adjourned at 8:20 a.m.

Respectfully Submitted,

Michael Griffin, Secretary

Beth Slepian, Acting Secretary



**Board of Trustees Meeting
June 30, 2020**

Present by GoToMeeting: Mel Severance, Andrea Stevenson, Dan Andrus, Michelline Dufort, Michael Griffin, Lyn Lindpaintner, Brett Allard, David Green, Brian Duffy, Jay Mullins, Tim Lesko, Paul Greenan, Erin Feltes, and Beth Slepian. Excused: Patricia Bourgault and Deacon Winton DeRosia.

Guest: Andrew Eills, Esq.

Staff: Geraldine Holmes, Linda Flewelling, Deb Mullen, Keliame Totten, Andrea Patrick-Baudet, Andy Morse, Melissa Howard, Mary Mosseau.

Mel Severance called the meeting to order at 7:31 a.m.

Secretary's Report: Dan Andrus moved to approve the minutes of the May 12, 2020 Board of Trustees Meeting. Lyn Lindpaintner seconded the motion that passed unanimously.

Conflicts and Disclosures: Conflicts and Relationship Disclosures are on the agenda at all Board Meetings to remind Trustees of the requirement to disclose and recuse themselves from Board discussion and votes if necessary.

Development Committee, June 23, 2020: Michael Griffin reported that the Committee discussed hosting *Passion for Caring* as a virtual campaign end of August through early September. We have a strong level of sponsorships. The goal is to raise \$46,000. The spring appeal was very successful; donations were triple what they were in the prior year. Five Maples, a new development consulting firm, helped with communications. We are about 33% ahead of where we were last year. To date, we have been awarded nine grants for a total amount of \$80,000. Michael reported that the Committee is deciding whether the Hospice *Lights of Life* campaign will need to be virtual.

Jay Mullins questioned the donation amount on the proforma. It projects development income to decrease. Beth said that she, Geri, and Lisa Dupuis agree with Jay that the proforma is too conservative. The proforma is based on assumptions and will be reviewed and revised as we work towards closing the transaction.

Finance Committee, May 28, 2020: Jay Mullins reported that the COVID-19 pandemic has negatively affected our financials. Referrals are down 23% in Home Care and 21% in Hospice. Hospitals are cancelling elective surgeries, medical practices are shutting down, and long-term care facilities are limiting access. The April results do not reflect normal times.

Michelline Dufort moved to approve the Committee Reports and April 2020 Financials. David Green seconded the motion that passed unanimously.

May 2020 Financials: Geri reported May financials are fairly consistent with April. Referral volume increased towards the end of May, but we still had a loss of \$465,000. Home Care referrals met our conversion goal to admissions. Hospice referrals and admission were both below budget. However, our Hospice billable days continued to trend above budget. We have seen an increase in admissions to our PHS program, but the program performance remains below budget.

The State changed the reporting requirements for the stimulus money (the \$1.5 million) that we received from DHHS. We are no longer required to report quarterly. However, we will include this in our financials and release those funds quarterly from the temporarily restricted fund to the operating fund.

The State Payroll Protection Program (PPP) has been extended. We do not believe that we will need the full 24 weeks. We are working on the eight-week projection to review where we are in terms of payroll and utility expenses. The bank has not yet given us the application for loan forgiveness.

The Long Term Stabilization Fund has been extended to the end of July for front-line workers. Staff members who are not eligible for this fund received a one-time \$400 appreciation check that was approved by the Finance Committee.

Jay noted that the balance sheet is strong due to government funding. Our balance is \$19M in cash.

Michael Griffin moved to approve the May 2020 Financials. Tim Lesko seconded the motion that passed unanimously.

Policies and Procedures: Annually the Board needs to approve the Home Health and Hospice Policies and Procedures. The Board has already approved individual changes to any policies as they progressed during the year.

Michelline Dufort moved to approve the Policies and Procedures for 2020-2021. David Green seconded the motion that passed unanimously.

President's Report: Beth Slepian reviewed the report as mailed. The Executive Committee will continue to meet over the summer in relation to the merger. We have received a challenge grant from the Lodestar Foundation to help with the consultant fees associated with the merger. We are working with Central New Hampshire VNA & Hospice on a development plan to raise the challenge funds and set the timeline. Deb Nacel, OT, Home Care Director, and Donna Imgrund, RN, Director of Education, announced their retirements. There were also leadership changes at Concord Hospital. Amy Guilfoil-Dumont, Chief Nursing Officer, left the hospital in early May and Tim Jones, Chief Operating Officer, left the organization in early June.

Concord Hospital is currently re-organizing its structure to better meet the needs of the organization. Mel asked if those positions have a direct impact on our Agency. Beth said that they did not.

Merger Discussion – Beth reviewed the documents, all of which had been mailed to the Board.

1. **Merger Agreement**: This is the document that the two CEOs and both Board Chairs will sign that be filed with the New Hampshire Division of Charitable Trust. There were just a few areas that the joint workgroup needed to discuss.
 - **Page Six**: For the first 24-month integration period, it was decided that there would be 21 voting members: 14 from Concord Regional VNA; 7 from Central New Hampshire VNA & Hospice. The CEO will not have voting rights. Mel noted that all Board member terms will start again as a reset. Board terms will continue to be 3 years. We will have to develop a plan for Board terms for the new organization (see next bullet)
 - **Page Seven**: During these 24 months, if a Board member resigns, the organization from which they came will nominate their replacement. Then the full Board will vote to confirm the nomination. The Board terms will be staggered, one-third will either be renewed or termed off each year. The initial Executive Committee officers will serve for two years, one will be from Central NH VNA & Hospice and three will be from Concord Regional VNA. The two current Board Chairs will service in an ex-officio capacity as voting members.
 - Governance decisions requiring supermajority approval by the Board will be three-fourths of the members of the combined entity. The supermajority requirement is only used for capital expenditures in excess of \$100K, material changes in clinical services/programs, principal office and location or closure, geographic change in service area, corporate reorganization, dissolution, and amendment to governing documents.
 - The new entity mission and by-laws will need to be included in the filing with the Charitable Trust.
2. **Community Impact Assessment**: Kevin Stone of Helms & Company merged information from the proforma and the listening session to create this document. It is an important document that will help the New Hampshire Division of Charitable Trust understand why this merger is a benefit to the community. There is nothing in the Community Impact Assessment that has not been discussed with the Board.
3. **Proforma**: The consolidated proforma was created by Simone Healthcare Consultants.
 - It provides conservative revenue projections over the first three years and includes operational efficiencies. The assumptions include a net loss for year one and year two and a net gain beginning in year three. The consolidated revenue assumptions project admissions to remain flat in year one, 1% growth for year two and 3% growth for year three. Home Health and Hospice Revenues assume a Medicare rate increase for both programs for each year. Non-Medicare revenue remains flat for the three years.

- Expense assumptions include a 2% annual salary increase for years one through three and benefit costs will be based on Concord Regional VNA's benefit package. Non-payroll expenses include a cost adjustment for each year. Administrative and general expenses show expenses decreasing in years two and three. Dues, subscriptions and legal fees are based on Concord Regional VNA expenses.
 - The largest expense is for the electronic medical record (EMR) conversion. Conversion costs are estimated at \$1.5M with an additional \$365,000 labor expense to support staffing during training and low productivity.
 - This proforma will be refined and brought back to the Board.
 - David Green expressed concern about a 2% salary increase given the nursing shortage and our 17% turnover rate. He understood that there were 1,000 open nursing positions in the State. We may need to be more flexible and offer more attractive salaries to recruit and retain nursing staff. Beth explained that the 2% is the possible merit component of annual increases. We will evaluate salaries based on the salary surveys to make sure that they are competitive. Currently, we do not know what Central NH VNA & Hospice pays their nursing staff. We cannot share salary information yet, as we are considered competitors. The consultant is working on salary costs.
4. Listening Session Transcription: We had almost 130 participants with great questions. It was extremely positive. The New Hampshire Division of Charitable Trust may hold their own listening sessions.
 5. Legal Due Diligence: Andrew Eills, Esq. discussed the due diligence (available upon request).

RESOLUTIONS

WHEREAS, in recognition of the regulatory and economic pressures on the delivery of home health, hospice and community-based care services, the ongoing reforms in health care reimbursement and the renewed emphasis on population health, the challenges of recruiting and retaining qualified health care providers in rural areas, and the increasing need of the aging population in its service area for access to quality home health, hospice and community-based care services, the Board of Trustees of Concord Regional Visiting Nurse Association, Inc. (the "Corporation") determined that a long-term affiliation with Central New Hampshire VNA and Hospice (CNHVNAH) would be in the best interest of the Corporation and in furtherance its charitable mission; and

WHEREAS, the chief executive officers, Board chairs and Trustee representatives of each of the Corporation and CNHVNAH formed a joint Trustee Workgroup facilitated by a health care consultant to evaluate the nature and potential advantages and disadvantages of an affiliation between the two organizations; and

WHEREAS, as a result of the diligence and recommendations of the joint Trustee Workgroup and with the assistance of legal counsel, the Corporation has negotiated the terms

and conditions of a merger agreement with CNHVNAH (the “Merger Agreement”) under which the CNHVNAH will be merged into the Corporation to form a single, consolidated entity; and

WHEREAS, with the assistance of legal counsel and health industry and financial advisors, the Corporation has conducted preliminary due diligence of CNHVNAH, the results of which have been presented and are satisfactory to the Board of Trustees; and

WHEREAS, the Corporation and CNHVNAH established a joint web site dedicated to informing the public about the nature of the proposed transaction and the manner in which it will promote access to quality home health, hospice and community-based care, and conducted a noticed public informational session to receive public input, all of which has informed the Board of Trustees’ deliberations; and

WHEREAS, the Corporation’s Board of Trustees desires to approve the Merger Agreement and commence the necessary regulatory filings;

THEREFORE, the Board of Trustees of the Corporation adopts the following resolutions:

VOTED: That a merger with CNHVNAH in accordance with the terms of the Merger Agreement is in the best interest of the Corporation and in furtherance of its charitable mission, including without limitation the promotion of access to quality physical and mental home health, hospice and community-based care services; and

FURTHER

VOTED: That the Merger Agreement in the form presented to the Board of Trustees is approved and accepted; and

FURTHER

VOTED: That the Corporation promptly commence the preparation and filing of all regulatory notices and applications required by law, and the fulfillment of any condition to the Merger Agreement within the Corporation’s control; and

FURTHER

VOTED: That the Corporation’s Trustees serving on the joint Trustee Workgroup and the Corporation’s CEO, in collaboration with the CNHVNAH representatives on the joint Trustee Workgroup, (i) develop, evaluate and propose revisions to the CNHVNAH articles of agreement and bylaws to become effective when the merger is consummated (the “Governance Revisions”), (ii) nominate individuals to serve as representatives of the Corporation on the board of trustees of the combined entity following the merger (the “Board Nominees”), and (iii) propose a slate of individuals to serve as officers of the combined entity board following the merger (the “Officer Nominees”), which Governance Revisions, Board Nominees and Officer Nominees will be submitted to the Corporation’s Board for approval prior to the consummation of the merger; and

FURTHER

VOTED: That each of the Chair of the Board of Trustees and the President and CEO of the Corporation, acting individually on behalf of the Corporation, is authorized to execute and deliver the Merger Agreement, regulatory filings, and such other documentation, and take such actions, as are necessary or desirable, in her sole discretion, to effect the foregoing resolutions.

Beth Slepian conducted a roll call for 2 votes on the resolution.

Votes	Have you read the resolutions?	How do you vote on the resolutions?
Brett Allard	Yes	In favor
Daniel Andrus	Yes	In favor
Patricia Bourgault - excused		
Winton DeRosia - excused		
Brian Duffy	Yes	In favor
Michelline Dufort	Yes	In favor
Erin Feltes	Yes	In favor
David Green	Yes	In favor
Paul Greenan	Yes	In favor
Michael Griffin	Yes	In favor
Timothy Lesko	Yes	In favor
Lyn Lindpaintner	Yes	In favor
James Mullins	Yes	In favor
Melvin Severance	Yes	In favor
Beth Slepian	Yes	In favor
Andrea Stevenson	Yes	In favor

The motion passed unanimously.

Lyn Lindpaintner moved to adjourn the meeting. Paul Greenan seconded the motion that passed unanimously.

The Meeting was adjourned at 7:38 a.m.

Respectfully Submitted,

Michael Griffin, Secretary

Executive Committee Meeting Minutes
July 23, 2020
7:30-8:30 am

Present: Mel Severance, Jay Mullins, Michelline Dufort, Andrea Stevenson, Beth Slepian, CEO, Geri Holmes, CFO

Excused: Michael Griffin

Financial Update: Financials were distributed prior to the meeting. Volume continues to increase. It is difficult to manage the new PDGM payment system due to staffing as well as patient concerns re: COVID. There are strong indicators related to referrals, Hospice LOS, and census.

- PPP loan: Approximately \$6.1M - It is recognized on the balance sheet, but we are unable to post to operations until the loan is forgiven. We do not anticipate this occurring during this fiscal year. We have engaged Berry Dunn to complete the application as it will be subject to audit, based on the amount.
- HHS Stimulus: Approximately \$1.5M - It has also not been posted to operations as the guidance for usage has not been finalized. This should help bring us to our goal of break even. Again, we are not sure if this can be posted this year.
- State Relief Fund: \$50K - We are waiting for forgiveness application. This was designated for PPE. We have spent >\$65K on PPE.

Budget: We are approaching FY21 budget with this year's goals. It is difficult to forecast with the unknown of a COVID surge. We continue to implement cost savings measures, such as: decreased travel; interpreter services. Currently we have only added \$100K of expense outside of salary and benefits.

- Spending Policy Calculation: Due to moving funds into our operating account, the spending policy calculation for our budget would be reduced. The \$5M has not been spent and will be returned to our Cambridge Trust account.
 - **Jay Mullins made the motion that the Spending Policy Calculation for FY21 should include the money moved to the operating account that has been unused. Michelline Dufort seconded, passed unanimously.**

Hospice 2% Rate Reduction: We were notified that we did not meet the timely filing deadline in 2019 for Hospice Item Set filing. This is an administrative task that must be done at defined intervals by CMS. The consequence of untimely filing is a 2% rate reduction in FY21. We have addressed the issue, and have added quarterly reporting of the filing percentage to our Compliance Reporting. The threshold is 90% timely reporting. We were at approximately 88%.

Return To Work: Effective September 1, we will be ending benefits for staff who continue to be on COVID leave. We have approximately 6-8 employees who continue to have Employer Sponsored Benefits. They will be notified 7/24/20. It is our hope that they will return to full employment. We will also be reinstating the Earned Time Cap that we lifted in March and are considering a payout of Earned Time to reduce our liability and provide staff room to accrue Earned Time. This will occur by 12/31/2020. Mel asked if this should occur prior to merger, and it should. Central is considering the same process.

From 4/1/20-7/31/20 we have had 24 new hires and 19 terminations. Only 4 staff left for other positions. We have also hired another 6 new nurses over the past few weeks. Staffing is looking better, although onboarding takes time.

Executive Compensation Policy: In our current policy, the Executive Committee and Board of Trustees determine compensation for the CEO and CFO. Mel is recommending that the policy change to the Executive Committee and Board of Trustees determining compensation for the CEO. The CEO would present an overview of the performance of the other Chiefs (CFO, COO, CIO, CCO, CHRO, and COCE) and recommended compensation. Beth will revise the policy based on this discussion, and the Executive Committee will review and send to the full Board for Approval. (Revised policy draft attached to these minutes).

Combined Entity Board Composition: Current Board of Trustees was reviewed by the Executive Committee. Beth will reach out to current Board membership to determine interest in serving on the Combined Board. We currently have 15 members, and will have 14 seats on the Combined Board.

- Combined Entity Officers: This will be discussed by the Joint Trustee Workgroup. Michelline Dufort, Mike Griffin, Jay Mullins are expected to be Officers and Andrea Stevenson will remain an At- Large Member.

Joint Trustee Meeting 7/31/2020: Meeting scheduled for 7/31/2020 to discuss Mission and By-Laws. Agenda will be sent tomorrow.

Merger Costs: The Board approved \$75K for costs associated with the Merger. That has covered the consultant, Montagne Communications and attorney's fees to date. Requesting another \$75K for attorney's fees and other costs.

Jay Mullins made the motion to approve the \$75K for Merger costs. Michelline Dufort seconded, passed unanimously.

Mel Severance motioned to adjourn the meeting, Andrea Stevenson seconded. Meeting adjourned at 8:32 am.

Respectfully Submitted,

Melvin Severance, Chair

Concord Regional VNA President's Report September 8, 2020

Proposed Merger Update: Thank you all for your commitment to serving on the Combined Entity Board of Trustees. Tim Lesko has requested to leave the Board upon the close of the transaction. He is also the current Chairman of the Board of the NH Retirement System, which requires much of his time. Tim has been on the Board of Trustees since 2014, also participating on the Investment Committee. We appreciate his commitment to the success of our agency and will miss his expertise. The remaining 14 seats as outlined in the By-Laws will be filled by the current Board members. More information on Board Terms and Committees will be forthcoming.

The Change of Control notice was filed by Central NH VNA & Hospice with the Division of Charitable Trust on August 5. This begins the six-month regulatory review process. The Trustee work groups are continuing to work on Mission, By-Laws, and Montagne Communications has been retained to work with the organizations on the name of the Combined Entity. The By-Laws and Board Composition needs to be approved by Capital Region Health Care (CRHC) at the October Meeting.

We are awaiting information from the Division of Charitable Trust related to their public hearing, which we expect to take place in October. Work also continues on the organizational structure for the Combined Entity.

COVID-19 Update: The number of cases we are seeing continues to decline. Looking forward, we have been successful procuring the necessary PPE and are ready for a surge.

Our staff continues to struggle with balancing school calendars and other responsibilities. Managers are working with them to provide support, while retaining our workforce and sustaining operations.

The management team and some administrative support will return to the building full time on September 14. Safety and cleanliness measures are in place to help keep everyone healthy.

Health Care Discussion with Congresswoman Ann McLane Kuster: I recently joined a discussion with healthcare CEOs, and Congresswoman Ann McLane Kuster, to discuss the challenges that we are facing, and what is needed in the next relief package.

Hospice Lights of Life: This year's 25th annual Hospice *Lights of Life* helps spread awareness of hospice care. Our yearly mailer is being sent at the end of September and we are in the planning stages of having a virtual Community Memorial Service. Sponsorship commitments have started.

Passion for Caring: Our *Passion for Caring* transitioned to a virtual campaign from August 20 to September 4. The campaign included an online silent auction with a focus on online donations in lieu of traditional ticket sales. A series of videos were produced about our agency's passion for caring as well as honoring our award recipients. More \$40,500 has been raised and a final total is forthcoming. In light of COVID-19, we adjusted our goal of \$66,000 to \$46,000.

Public Flu Clinics: Later this month, we will begin offering public flu clinics in many locations throughout our service area. To help keep everyone safe, we are following CDC guidelines and are requiring:

- Appointments
- Face coverings or masks
- Consent forms be completed before the clinic
- Physical (social) distancing
- Participants who are experiencing a fever, muscle aches or chills, or had exposure to a COVID positive person to reschedule

For a listing of our clinics, please visit www.crvna.org.

Trustee Flu Clinic: We are offering a flu clinic for trustees on **Wednesday, October 7 from 8 - 9 a.m.** If you are interested, please schedule an appointment with Mary Mosseau.

MaskUp New Hampshire: Our agency, as well as the Visiting Nurse Association of Northern New England (VNAHSNNE), is supporting the MaskUp New Hampshire movement that helps raise awareness about the importance of wearing face masks, hand washing, practicing social distancing, and staying home when we are sick. Many businesses and organizations are supporting this movement including the Home Care, Hospice & Palliative Care Alliance of NH, NH Hospital Association, and NH Healthcare Association.

Palliative program: Stephen Rust, MD, FACP, FAAHPM, will be leaving his position as executive medical director of the Capital Region Palliative Care program. He is moving to the West Coast to pursue another opportunity.

Contact Information:

beth.slepian@crvna.org

Office: (603) 230-5661

Cell: (603) 410-9211

Respectfully submitted,
Beth J. Slepian

Attachment I / Response 9

Central VNA Donor Restricted funds

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Central New Hampshire VNA & Hospice
Funds Managed by New Hampshire Charitable Foundation
Rollforward Report
as of Fiscal Year Ended 03/31/2020

Muriel Devens Bond Fund	Initial <u>8/27/2002</u>	Year Ended <u>12/31/16</u>	Fiscal Year Ended <u>12/31/17</u>	Fiscal Year Ended <u>12/31/18</u>	Fiscal Year Ended <u>12/31/19</u>	Period Ended <u>03/31/20</u>
Beginning Balance	100,000.00	75,657.98	78,435.36	85,374.15	79,738.23	86,129.56
	7000 between 2007 &					
Contributions	2018	1,000.00	0.00	1,000.00	0.00	0.00
Net Investment Return		5,444.65	10,700.41	(2,935.34)	10,188.26	(11,368.61)
Grant Distributions & Program Exp		(3,142.77)	(3,220.29)	(3,145.58)	(3,231.46)	(3,234.66)
Foundation Fees		<u>(524.50)</u>	<u>(541.33)</u>	<u>(555.00)</u>	<u>(565.47)</u>	<u>(141.52)</u>
Ending Balance		78,435.36	85,374.15	79,738.23	86,129.56	71,384.77
Purpose	The purpose of this fund is to support the Visiting Nurse Association - Hospice of Southern Carroll County and Vicinity, Inc. (VNA-Hospice). This fund was established as a permanent fund to support operations of the VNA_Hospice.					
Attachments	See Attachment A					

Fernald-Gilman-Leavitt	Initial <u>10/20/2004</u>	Year Ended <u>12/31/16</u>	Fiscal Year Ended <u>12/31/17</u>	Fiscal Year Ended <u>12/31/18</u>	Fiscal Year Ended <u>12/31/19</u>	Period Ended <u>03/31/20</u>
Beginning Balance	50,000.00	58,635.01	60,012.46	65,321.48	60,244.20	65,073.01
	4000 between 2004 &					
Contributions	2007	0.00	0.00	0.00	0.00	0.00
Net Investment Return		4,219.60	8,187.11	(2,245.89)	7,697.49	(8,589.27)
Grant Distributions & Program Exp		(2,435.65)	(2,463.91)	(2,406.75)	(2,441.45)	(2,443.87)
Foundation Fees		<u>(406.50)</u>	<u>(414.18)</u>	<u>(424.64)</u>	<u>(427.23)</u>	<u>(106.92)</u>
Ending Balance		60,012.46	65,321.48	60,244.20	65,073.01	53,932.95
Purpose	To support continuing education for the employees of the VNA Hospice of Southern Carroll County.					
Attachments	See Attachment B					

Leo & Marguerite La France Fund	Initial <u>1/5/2004</u>	Year Ended <u>12/31/16</u>	Fiscal Year Ended <u>12/31/17</u>	Fiscal Year Ended <u>12/31/18</u>	Fiscal Year Ended <u>12/31/19</u>	Period Ended <u>03/31/20</u>
Beginning Balance	10,000.00	0.00	0.00	0.00	0.00	11,643.00
Contributions		0.00	0.00	0.00	0.00	0.00
Net Investment Return		0.00	0.00	0.00	0.00	1,486.81
Grant Distributions & Program Exp		0.00	0.00	0.00	0.00	(471.84)
Foundation Fees		<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>(100.00)</u>
Ending Balance		0.00	0.00	0.00	0.00	12,557.97
Purpose	To support the programs of the Community Health & Hospice, Inc. that benefit the needs of low-income residents in Laconia.					
Attachments	See Attachment C					



New Hampshire Charitable Foundation
 37 Pleasant Street
 Concord, NH 03301
 (603) 225-6641

REC'D AUG 29 2002

AGREEMENT TO ESTABLISH A FUND

I agree to establish the **Muriel Devens Bond Fund** (hereinafter referred to as "the Fund") as component fund of the Lakes Region Charitable Foundation, a regional division of the New Hampshire Charitable Foundation.

PURPOSE. The purpose of this Fund is to support the Visiting Nurse Association - Hospice of Southern Carroll County and Vicinity, Inc (VNA-Hospice). Although the Fund shall be substantially maintained as a permanent endowment for the ongoing operations of VNA-Hospice, additional distributions may be available for capital improvements and purchases, or loans (with or without interest) to cover emergency situations like cash shortfalls.

PERMANENT NATURE OF GIFT. The IRS requires that gifts to the Foundation be permanent and irrevocable. The Foundation is the legal owner of all assets contributed to any of its component funds, which are not separate trusts. For accounting purposes, the assets of each fund are reported on the Foundation's financial statements. It is intended that the Fund hereby established shall be continued as long as the need therefore exists, and money or property is available in the Fund for its purposes. If the Fund is terminated by the Board of Directors of the Foundation for any reason, then any money or property remaining in the Fund shall be devoted by the Board for the purposes of the Foundation that, in the opinion of the Board, most nearly approximate the purposes of the Fund.

VARIANCE POWER. As required by the United States Treasury Regulations, "the Foundation has the right to modify the terms of the fund agreement if, in the judgment of the Foundation's Board of Directors, the restrictions and conditions of the fund purpose become unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the State."

FEES. The Foundation shall charge an annual fee for administering the Fund and managing the assets of the Fund. The current fee for service is 1.1% applied to a 20-quarter rolling average of the market value of the Fund and is taken quarterly. There is also an investment management fee that will vary depending on the investment managers selected by the Foundation. The current investment management fee is approximately .6% and is taken quarterly. All fees are subject to change.

DISTRIBUTIONS FROM THE FUND. Distributions from the Fund will be made based on a spending allocation, which is a percentage of the assets set by the Foundation and reviewed annually. The current spending percentage is 5.0% of the market value (using a 20-quarter average) of the fund. This spending rate is subject to change at the discretion of the Foundation. Earnings in excess of the spending rate and fees are reinvested in the fund's principal.

The Foundation shall honor the donor's restrictions as to the use and/or investment of income or principal set forth at the time of the establishment of the Fund. This is subject to the authority of the Board of Directors of the Foundation to determine that conditions or circumstances are such

Fund Establisher Initials **MLDB**.

or have so changed that such restriction or condition is unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the State of New Hampshire. In that case the Board may, in accordance with the Bylaws of the Foundation, order a variance from the restriction or condition as, in the judgement of the Board, is then necessary to serve more effectively the charitable purposes of the Fund.

INVESTMENT OF FUNDS. Funds are pooled for investment purposes. An independent investment committee makes investment decisions for all assets of the Foundation. IRS and Treasury regulations prevent donors from making specific investment decisions.

MINIMUM FUND SIZE. The current minimum to establish a fund is \$10,000. Funds that do not reach minimum size may be dissolved, in the discretion of the Foundation, according to one of the following options:

- Transfer all principal and interest to an unrestricted fund
- Transfer all principal and interest to an existing field of interest fund
- Distribute all principal and interest for the purposes of the Fund as described in this agreement

INTERPRETATION OF AGREEMENT. Nothing in this Agreement to Establish a Fund shall affect the status of the Foundation as a community foundation as governed by the Internal Revenue Service Code and any subsequent regulations issued which may be applicable to that status. This Agreement to Establish a Fund, and all contributions made to this Fund, now or in the future shall be subject to the Policies, Bylaws and Articles of Agreement of the Foundation as currently written or as amended in future.

This Agreement to Establish a Fund is made and effective as of the next regularly scheduled meeting of the Board of Directors:

Date: August 27, 2002 By: Muriel D. Bond
Muriel D. Bond, Fund Establisher

The Foundation accepts the foregoing Fund and the conditions thereof.

Date: 5/29/02 By: Lisa M. Foley
Lisa M. Foley, Director of Gift Planning

Date: 9/12/02 By: Sheila Millay
Sheila Millay, Foundation Officer

COPY

August 27, 2002

Marilyn Barba
Executive Director
VNA/Hospice of Southern Carroll County and Vicinity
P.O. Box 1620
Wolfeboro, NH 03894-1620

Re: Muriel Devens Bond Fund;

Dear Marilyn,

It makes me very happy to be able to tell you I have signed the instrument, copy enclosed, and in a few days will be funding with \$100,000.00 the Muriel Devens Bond Fund for the permanent benefit of VNA/Hospice of Southern Carroll County and Vicinity.

At the time of my death, this fund will be increased significantly with the greatest part of my remaining estate.

As you can see, the Lakes Region Charitable Foundation through the New Hampshire Charitable Foundation will hold, administer and pay the income from this fund to VNA/Hospice.

My intention and desire is for the income from these funds to go, as my annual gift has always gone, to support the most pressing need of VNA/Hospice, preferably in the area of patient care, and presently to the Maternal/Child Healthcare (MCH) area.

I look to you and your successors to carry out my intentions, with informed and thoughtful discretion, as you believe they would be were I at a meeting to tell them to you myself.

The VNA/Hospice has a special place in my heart and I feel proud and fortunate to be able to continue to provide for your great and good work.

Yours very truly,

Muriel D. Bond, R.N.

Muriel Devens Bond, RN
1991 Lovell Lake Road
Sanbornville, NH 03872-4114

Cc: Lisa Foley, NHCP



NEW HAMPSHIRE
CHARITABLE FOUNDATION

VNA-Hospice - Muriel Devens Bond Fund (3629-3)

Purpose: The purpose of this fund is to support the Visiting Nurse Association - Hospice of Southern Carroll County and Vicinity, Inc. (VNA-Hospice). This fund was established as a permanent fund to support operations of the VNA-Hospice.

Gifts into the Fund:

Date	Amount	Type
12/14/2018	\$1,000.00	Cash
12/05/2016	\$1,000.00	Cash
12/13/2011	\$1,000.00	Cash
12/16/2010	\$1,000.00	Cash
11/21/2009	\$1,000.00	Cash
12/18/2008	\$1,000.00	Cash
09/11/2007	\$1,000.00	Cash
08/29/2002	\$100,000.00	Cash
Total	\$107,000.00	

Expenditures out of the Fund (since 2015):

Date	Amount	Type
02/06/2020	Central NH VNA & Hospice, Inc	\$3,234.66
02/05/2019	Central NH VNA & Hospice, Inc	\$3,231.46
02/01/2018	Central NH VNA & Hospice, Inc	\$3,145.58
02/02/2017	Central NH VNA & Hospice, Inc	\$3,220.29
02/10/2016	Central NH VNA & Hospice, Inc	\$3,142.77
02/10/2015	Central NH VNA & Hospice, Inc.	\$3,075.32
	Total	\$19,050.08



New Hampshire Charitable Foundation

37 Pleasant Street
 Concord, NH 03301
 (603) 225-6641

AGREEMENT TO ESTABLISH A FUND

I/We agree to establish the **Fernald-Gilman-Leavitt VNA Hospice Continuing Education Fund #3824-1** (hereinafter referred to as the "Fund") as a component fund of the **Lakes Region Charitable Foundation** (hereinafter referred to as the "Foundation").

PURPOSE. The purpose of the Fund is to support continuing education for the employees of the VNA Hospice of Southern Carroll County.

PERMANENT NATURE OF GIFT. The IRS requires that gifts to the Foundation be permanent and irrevocable. The Foundation is the legal owner of all assets contributed to any of its component funds, which are not separate trusts. For accounting purposes, the assets of each fund are reported on the Foundation's financial statements. It is intended that the Fund hereby established shall be continued as long as the need therefore exists, and money or property is available in the Fund for its purposes. If the Fund is terminated by the Board of Directors of the Foundation for any reason, then any money or property remaining in the Fund shall be devoted by the Board for the purposes of the Foundation that, in the opinion of the Board, most nearly approximate the Purpose outlined in this Agreement.

VARIANCE POWER. As required by the United States Treasury Regulations, the Foundation has the right to modify the terms of this Agreement to Establish a Fund if, in the judgment of the Foundation's Board of Directors, the restrictions and conditions of the Fund's Purpose become unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the State of New Hampshire or elsewhere.

FEES. Please refer to the attached fee schedule. All fees are subject to change.

DISTRIBUTIONS FROM THE FUND. Grant distributions from the Fund will be made based on a spending allocation, which is a percentage of the assets set by the Foundation and reviewed annually. The current spending percentage is 4.5% of the market value (using a 20-quarter average) of the Fund. Market value of the Fund includes, without limitation, both realized and unrealized net appreciation/depreciation in the fair value of assets. This spending rate is subject to change at the discretion of the Foundation. Earnings in excess of the spending rate and fees are reinvested in the Fund's principal. The Foundation's spending policy permits the application of the spending percentage to a Fund even if it results in a Fund's balance falling below its historic dollar value. Thus, depending upon the market value of the Fund, distributions may be made from the Fund's principal. The Foundation's spending policy is applicable to all individual funds; however, donor advised funds may recommend grants up to the full value of the Fund. The Foundation shall honor the Fund Establisher's restrictions as to the use and/or investment of income or principal set forth at the time of the establishment of the Fund. This is subject to the authority of the Board of Directors of the Foundation to determine that conditions or circumstances are such or have so changed that such restriction or condition is unnecessary,

Fund Establisher Initials _____

incapable of fulfillment or inconsistent with the charitable needs of New Hampshire or elsewhere. In that case the Board may, in accordance with the Bylaws of the Foundation, order a variance from the restriction or condition as, in the judgement of the Board, is then necessary to serve more effectively the charitable purposes of the Fund.

INVESTMENT OF FUNDS. Funds are pooled for investment purposes. An independent investment committee makes investment decisions for all assets of the Foundation. IRS and Treasury regulations prevent Fund Establishers from making specific investment decisions.

MINIMUM FUND SIZE. The minimum to establish a fund is \$10,000; \$25,000 for donor advised funds.

INTERPRETATION OF AGREEMENT. Nothing in this Agreement to Establish a Fund shall affect the status of the Foundation as a community foundation as governed by the Internal Revenue Service Code and any subsequent regulations issued which may be applicable to that status. This Agreement to Establish a Fund, and all contributions made to this Fund, now or in the future shall be subject to the Policies, Bylaws and Articles of Agreement of the Foundation as currently written or as amended in future.

This Agreement to Establish a Fund is made and effective as of the next regularly scheduled meeting of the New Hampshire Charitable Foundation's Board of Directors:

Date: 10/20/2004

By: _____
Fund Establiher

Fund Establiher

The Foundation accepts the foregoing Fund and the conditions thereof.

Date: _____

By: _____
Foundation Representative

Date: _____

By: _____
Sheila Millay, Fund Manager



NEW HAMPSHIRE
CHARITABLE FOUNDATION

Fernald-Gilman-Leavitt VNA Hospice Continuing Education Fund (3824-1)

Purpose: The purpose of the Fund is to support continuing education for the employees of the VNA Hospice of Southern Carroll County.

Gifts into the Fund:

Date	Amount	Type
01/08/2007	\$1,000.00	Cash
02/02/2006	\$1,000.00	Cash
09/28/2005	\$1,000.00	Cash
12/08/2004	\$1,000.00	Cash
10/22/2004	\$50,000.00	Cash
Total	\$54,000.00	

Expenditures out of the Fund (since 2015):

Date	Recipient	Amount
02/14/2020	Central NH VNA & Hospice, Inc	\$2,443.87
02/10/2019	Central NH VNA & Hospice, Inc	\$2,441.45
02/10/2018	Central NH VNA & Hospice, Inc	\$2,406.75
02/13/2017	Central NH VNA & Hospice, Inc	\$2,463.91
02/13/2016	Central NH VNA & Hospice, Inc	\$2,435.65
02/13/2015	Central NH VNA & Hospice, Inc.	\$2,383.40
	Total:	\$14,575.03



New Hampshire Charitable Foundation
 37 Pleasant Street
 Concord, NH 03301
 (603) 225-6641

AGREEMENT TO ESTABLISH A FUND

I/We agree to establish the **Leo & Marguerite LaFrance Fund** (hereinafter referred to as the "Fund") as a component fund of the **Lakes Region Charitable Foundation** (hereinafter referred to as the "Foundation").

PURPOSE. The purpose of the Fund is to support the programs of the Community Health & Hospice, Inc. that benefit the needs of low-income residents in the Laconia area.

PERMANENT NATURE OF GIFT. The IRS requires that gifts to the Foundation be permanent and irrevocable. The Foundation is the legal owner of all assets contributed to any of its component funds, which are not separate trusts. For accounting purposes, the assets of each fund are reported on the Foundation's financial statements. It is intended that the Fund hereby established shall be continued as long as the need therefore exists, and money or property is available in the Fund for its purposes. If the Fund is terminated by the Board of Directors of the Foundation for any reason, then any money or property remaining in the Fund shall be devoted by the Board for the purposes of the Foundation that, in the opinion of the Board, most nearly approximate the Purpose outlined in this Agreement.

VARIANCE POWER. As required by the United States Treasury Regulations, the Foundation has the right to modify the terms of this Agreement to Establish a Fund if, in the judgment of the Foundation's Board of Directors, the restrictions and conditions of the Fund's Purpose become unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the State of New Hampshire or elsewhere.

FEES. The Foundation shall charge an annual fee for administering and managing the assets of the Fund. The current administration fee is 1.1% (1.2% for scholarship funds) applied to a 20-quarter rolling average of the market value of the Fund. There is also an investment management fee that varies depending on the investment managers selected. All fees are subject to change.

DISTRIBUTIONS FROM THE FUND. Grant distributions from the Fund will be made based on a spending allocation, which is a percentage of the assets set by the Foundation and reviewed annually. The current spending percentage is 5.0% of the market value (using a 20-quarter average) of the Fund. Market value of the Fund includes, without limitation, both realized and unrealized net appreciation/depreciation in the fair value of assets. This spending rate is subject to change at the discretion of the Foundation. Earnings in excess of the spending rate and fees are reinvested in the Fund's principal. The Foundation's spending policy permits the application of the spending percentage to a Fund even if it results in a Fund's balance falling below its historic dollar value. Thus, depending upon the market value of the Fund, distributions may be made from the Fund's principal. The Foundation's spending policy is applicable to all individual funds; however, donor advised funds may recommend grants up to the full value of the Fund.

 J. R. S.

The Foundation shall honor the Fund Establisher's restrictions as to the use and/or investment of income or principal set forth at the time of the establishment of the Fund. This is subject to the authority of the Board of Directors of the Foundation to determine that conditions or circumstances are such or have so changed that such restriction or condition is unnecessary, incapable of fulfillment or inconsistent with the charitable needs of New Hampshire or elsewhere. In that case the Board may, in accordance with the Bylaws of the Foundation, order a variance from the restriction or condition as, in the judgement of the Board, is then necessary to serve more effectively the charitable purposes of the Fund.

INVESTMENT OF FUNDS. Funds are pooled for investment purposes. An independent investment committee makes investment decisions for all assets of the Foundation. IRS and Treasury regulations prevent Fund Establishers from making specific investment decisions.

MINIMUM FUND SIZE. The current minimum to establish a fund is \$10,000 (\$25,000 for donor advised funds). Funds that do not reach minimum size may be dissolved, in the discretion of the Foundation, according to one of the following options:

- π Transfer all principal and interest to an unrestricted fund
- π Transfer all principal and interest to an existing field of interest fund
- π Distribute all principal and interest for the Fund's Purpose as described in this agreement

INTERPRETATION OF AGREEMENT. Nothing in this Agreement to Establish a Fund shall affect the status of the Foundation as a community foundation as governed by the Internal Revenue Service Code and any subsequent regulations issued which may be applicable to that status. This Agreement to Establish a Fund, and all contributions made to this Fund, now or in the future shall be subject to the Policies, Bylaws and Articles of Agreement of the Foundation as currently written or as amended in future.

This Agreement to Establish a Fund is made and effective as of the next regularly scheduled meeting of the New Hampshire Charitable Foundation's Board of Directors:

Date: Jan 5, 2004 By: Marguerite R. LaFrance
Fund Establisher

Joe A. LaFrance
Fund Establisher

The Foundation accepts the foregoing Fund and the conditions thereof.

Date: Jan 5, 2004 By: Kim Gray
Foundation Representative

Date: 1/14/04 By: Shawn Miller
Foundation Officer



NEW HAMPSHIRE
CHARITABLE FOUNDATION

Leo and Marguerite LaFrance Fund (3774-1)

Purpose: The purpose of the Fund is to support the programs of the Community Health & Hospice, Inc. that benefit the needs of low-income residents in Laconia, NH.

Gifts into the Fund: This Fund received one \$10,000 gift of cash on 12/30/2003.

Expenditures out of the Fund (since 2015):

Date	Amount	Type
02/14/2020	Central NH VNA & Hospice, Inc	\$471.62
02/10/2019	Central NH VNA & Hospice, Inc	\$471.84
02/10/2018	Central NH VNA & Hospice, Inc	\$465.79
02/13/2017	Central NH VNA & Hospice, Inc	\$477.62
02/13/2016	Central NH VNA & Hospice, Inc	\$473.00
02/13/2015	Central NH VNA & Hospice, Inc	\$463.76
	Total:	\$2,823.63

Attachment J / Response 11

Concord VNA Donor Restricted funds

Concord Regional Visiting Nurse Association
Net Asset Schedule

Concord Regional Visiting Nurse Association									
Permanently Restricted Funds									
Fund Description	Date	FY19 Fund Balance	Fund Purpose	Expenditures					
				FY15	FY16	FY17	FY18	FY19	
General Endowment	Prior to 2000	\$1,136,359	General unnamed restricted donations	\$0	\$74,817	\$79,545	\$79,545	\$79,545	
Hospice House	Prior to 2000	\$155,828	Education and Service Fund	\$0	\$11,113	\$10,908	\$10,908	\$10,908	
Hospice House Capital Campaign for HH and Subsidized Care	2004	\$667,548	Subsidized Care	\$0	\$41,365	\$46,728	\$46,728	\$46,728	
Jacob W Bishop Scholarship Fund	Prior to 1997	\$20,543	Education for an accredited nursing program	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	
Heston for Hospice	1998	\$463,242	Hospice program	\$0	\$33,054	\$32,427	\$32,427	\$32,427	
Donahue Fund	1997	\$32,199	Community Health Services	\$0	\$2,308	\$2,254	\$2,254	\$2,254	
Ruby Rainie Nydegger Fund	2001	\$32,282	Continuing education for the care of pediatric patients	\$1,000	\$1,000	\$0	\$0	\$1,000	
Penacook Village Fund - services for residents of Penacook and Lower Boscawen	2001	\$899,567	To provide supportive services to enable frail elders to extend their abilities to live independently in their homes	\$7,154	\$7,375	\$448	\$750	\$61	

--CONFIDENTIAL--

Attachment K / Response 12

Estimates used for Simone Report

**The Information Contained in This Appendix is Confidential, and
Excluded from Public Disclosure Under NH RSA 91-A:5(IV)**