

APPENDIX L-1

Home Health & Hospice Care Board of Directors' Meeting Minutes dated December 1, 2020

(confidential treatment requested)

Home Health & Hospice Care

BOARD OF DIRECTORS MEETING MINUTES
TUESDAY DECEMBER 1, 2020
4:00 – 5:30 P.M.

REMOTE MEETING BY ZOOM*

Attendees: Elizabeth Cote, Marcia Donaldson, John Getts, Dee Pringle, Sue Berube, Ken Bridgewater, John Truslow, Rolf Goodwin, Pat Bernini, Linda Robinson, Keith Stahl MD, Jolie Blauvelt, Peter Chaloner, Stephanie Wolf-Rosenblum MD, Jennifer Yeomans, Sandy Rodgers, David Phillips, Scott Toothaker, Jeanine Kilgallen, Scott Flegal, and Lisa Law.

Absent: David Christensen

Staff: Tina Andrade, Ruth Ellen Whitney, Barbara Lafrance, Brenda Rugg, Lucy Saia, Ellen Sorensen and Julie Stone.

Welcome Elizabeth Cote

Business

- Approval of November 3, 2020 Minutes Dee Pringle
Motion was made by Peter and seconded by Ken to accept the November 3, 2020 Meeting Minutes as presented. Motion carried
- Treasurer's Report Rolf Goodwin / Ruth Ellen Whitney
October Financial Report
Motion was made by Marcia and seconded by Ken to accept the October Financials as presented. Motion carried.

Ken asked about the increase of referrals. Julie stated that the increase was largely due to the hospital referrals. Most are going home, not to rehab. There was also an increase in physician referrals.

David asked about the PPP loan forgiveness. Ruth Ellen replied that we haven't submitted

our application because we are waiting for the final ruling on loan forgiveness.

- **Nominating Committee Report** Scott Flegal
 - **Slate of Officers**

Slate of Officers for 2020: (Additional one-year term)
Chair – Elizabeth Cote
Vice-Chair – Scott Flegal
Treasurer – Rolf Goodwin
Secretary – Dee Pringle

Motion was made by Peter and seconded by Jennifer to accept the Slate of Officers as presented. Motion carried.

- **Board Member Re-Election**

Board Member re-election to additional 3-year terms:
Elizabeth Cote
Dee Pringle
David Christiansen
Jennifer Yeomans
Linda Robinson

Motion was made by Stephanie and seconded by Marcia to accept the Board Member Re-Election as presented. Motion carried.

Chairperson's Report Elizabeth Cote

- **2020 Standing Board Committees**
 - John will be sending out the survey before the end of the year for the Board Committees.
- **Annual Fund** – We are asking for 100% board participation regardless of the amount. Tina thanked all who wrote, signed and sent the Annual Fund Letters (AF). We have a giant list of over 12,000 names consisting of everyone who has donated money in the last 5 years. This list is at the printer and the AF will go out to all next week. Peter already had 2 people comment on how nice it was for a personal note.

Committee Update

- **Risk Management** Scott Flegal/Barbara Lafrance

The most recent meeting was in November, nothing major to report.

We have enough Personal Protective Equipment (PPE). Since the beginning of the epidemic we have had 9 confirmed staff Covid cases, one of which was work related. All have recovered without too much difficulty. Masks do work!

We have great policies in place; additionally we now have rapid testing.

Stephanie commented that Barbara does a great job overseeing our Risk Management. Stephanie was asked about CDC's sequence of who gets the vaccine first, considering 2 vaccines are needed. Some organizations are requiring vaccination but this is something about which our risk carrier must have a say. We must follow our local, state and federal protocol and use this information as the floor, not ceiling. There's a lawsuit going with a local health care establishment because they didn't follow Covid restrictions. The Moderna vaccine will be more practical because it does not have to be on ice. It is scheduled to come out on December 17th.

Presentation

- Solution Health Discussion Julie Stone/John Getts

Elizabeth stated the purpose of this discussion is to get board approval to move forward with this Letter of Intent (LOI) or to decide to not move forward. This LOI is non-binding but a serious step. Ken reminded everyone that we signed a confidentiality agreement.

ADD SLIDES:

Jolie asked about our relationship with Manchester VNA (MVNA). Julie stated that they are interested in the affiliation. Not head to head, but rather hand in hand. We expect positive outcomes for both organizations.

Ellen stated the efficiencies with EPIC. We have a wonderful relationship with Southern New Hampshire Medical Center (SNHMC); they have provided our platform for email and security for over 20 years. Being able to tap into a larger system is a huge plus. The patient portal will also be a plus.

Scott F asked where we will be with EPIC if this transaction does not go forward. John replied that we will not have EPIC. We can only access it through a hospital that has it. Elliot/MVNA has the home care module; DH is in the middle of a merger, so they have no plans to build out EPIC for their home care as of yet. St. Joseph Hospital does not have a module for home care.

Marcia stated we can't compete without Epic. Jolie agreed that the need for EPIC is going to make or break us.

Stephanie stated that healthcare has evolved so rapidly with Covid, it is now imperative to enhance the amount of telehealth, the level of support for MD practices, and navigate the tightening job market. We now face a situation where the physicians are working from anywhere and there is reduced staff. The current ability of a health care professional to push a button and see the status of a patient is invaluable! There are many major benefits to a common platform.

Julie stated we predict our current referrals will go to MVNA if we do not join Solution Health (SH).

Elizabeth asked to hear board member concerns of not going forward, to encourage dialogue.

Ken stated that early on he was concerned that the SH merger would restrict hospital referrals, but they have reassured us that this is not the case. Keith stated, as a business prospective, CMC will have some level of concern because CMC & Elliot are very divisive. Keith can't see SH running 2

home care divisions MVNA & HHC and predicts that at some point both agencies will become one. Dartmouth-Hitchcock (DH) is currently trying to get FTC approval for a merger with CMC so the timing is unfortunate, as they are not currently focused on a post-acute strategy. Keith would rather have CMC/Dartmouth vs. SH, but it's not possible at this time.

Many from our Executive Committee recently attended a zoom meeting with board representatives from SH and the MVNA and the sense was SH is 'looking to grow the tent' not shrink it. SH would have MVNA & HHC but the goal is to grow the post-acute business model, and to offer more to the community.

Marcia commented that HHC is continuing to get business and do it competitively, but sees a threat if we do not move forward. Scott agreed to this good point. He also stated that SH could acquire us and then they could be acquired. There are no guarantees on that. Our lawyers will try to give us as much protection as possible in this marketplace.

Rolf stated that the trend in USA is towards larger system, not smaller. Independent agencies will have an increasingly difficult time. Service to our patients is our utmost concern. Certain service lines can be diminished if they are not lucrative. SH is looking to build a stronger home care (HC) division, based on patient preference and cost. SH won't maintain 2 home care divisions. There have been a lot of consolidations, but in 3-5 years we will see significant changes.

Elizabeth stated she had 2 conversations with the Board chair at SNHMC. The whole discussion was on EPIC, cost savings, and efficiencies. With shared ideas and management & training there would be cost reductions and triple the benefits.

Jolie stated, as things do change, we're better off changing with others of like mindedness rather than NOT changing. This seems that we are not giving up so much, but acquiring more.

Ruth Ellen reviewed the HHC Profitability Trend Slide.

The home care division went negative in 2019 and 2020.

Barbara stated that Medicare is looking closely at hospice profit margins and looking at ways to reduce hospice payments. Regardless of affiliation ownership, all hospice houses across the nation consequently depend on philanthropy.

Barbara said with an affiliation there would be occupancy increase and access to a bigger hospice system. There will be more visibility. MVNA does not have a hospice house. Our hospice house is like a small hospital and we could receive benefits from a hospital system. Greater purchasing power is important. Jolie stated we need funding for the CHH operational losses, and hopes SH understands. They haven't seen our financials. If we agree to the LOI, then we need to share more information.

Lucy stated that EPIC is not just for IT but also for the patients. Patients can access a portal and see all visits, labs and other information in real time. SH has a goal to provide better coordination of care. Lucy sees benefits to our clinical management through access to clinical experts within SH. How can we gain efficiencies and reduce the cost? This would be a major advantage of affiliating with them and be able to capture more of the geographical areas.

Barbara commented that relationships with hospitals are very beneficial, especially with Covid. We'd have access to all the emergency management, more volume, employee benefits, and cost savings. We would be consolidating administrative overhead.

Tina stated she understood some hesitation on the part of long time substantial donors at CHH. This could be an opportunity of BOD to address this issue. Going forward, it would be important to have subtle changes for the protection of CHH and the endowment. Going forward, there are new families that are becoming part of our hospice program. We have great opportunity, Jolie asked if most of our fundraising would be for CHH. If so, it will be protected to a certain degree. John said we can address this with SH as we finalize a Letter of Intent document.

Will there be benefits of fundraising with the affiliation? Tina stated she anticipates that marketing may be more robust, including materials and branding support. This is very exciting. Meeting and interacting with other boards certainly opens up a bigger world. Sandy said she is favorable of the merger. For fundraising we can have a bigger audience.

Jolie asked who makes the decision about staffing, benefits, etc. John replied that our board approves budgets but ultimately the SH board will approve as part of a larger system.

Elizabeth stated that the value of our leadership is what SH is looking at.

Jen agreed that we need to keep control of CHH endowment but asked about the quasi endowment, the Board restricted account. It needs to be addressed. John stated he will request this money be able to be moved into our hospice house endowment.

Marcia commented that we need to work very hard to positively communicate with staff, donors and volunteers.

Jolie stated that coming from where we started the management team has done an extraordinary job. Dr. Moheban would be blown away.

Lisa stated that we're going into it with negotiating power, not being forced. It's not IF but rather WHEN we need to affiliate.

Pat stated that we are in a spot where we have to go forward with SOMETHING. It appears that the pros outweigh the cons.

Ken stated what strikes him most is the enthusiasm of the leadership team. John agreed that the leadership team sees this as very beneficial.

Motion was made by Ken and seconded by Rolf for board providing informed consent for the development of a Letter of Intent to be approved at the January BOD meeting. Motion carried.

President's Report

John Getts

- Request for staff retention bonuses

John requested up to [REDACTED] for the retention of staff, based on their position.

Motion was made by Rolf and seconded by Jolie to approve [REDACTED] for staff retention bonuses as presented. Motion carried.

Board Sharing

Elizabeth Cote

Elizabeth thanked everyone for attending and for their contribution to the meeting.

Motion was made by Ken and seconded by Rolf to adjourn the meeting. Elizabeth adjourned the meeting at 6:00 p.m.

Respectfully submitted by: Dyan Parker, Executive Assistant

Reviewed and approved by: Dee Pringle, Board Member, Secretary