

APPENDIX L-7

**Home Health & Hospice Care
Board of Directors' Meeting Minutes
dated June 1, 2021**

(confidential treatment requested)

Home Health & Hospice Care

BOARD OF DIRECTORS MEETING MINUTES

TUESDAY JUNE 1, 2021

4:00 – 5:30 P.M.

REMOTE MEETING VIA ZOOM

Attendees: Elizabeth Cote, John Getts, Dee Pringle, Sue Berube, Ken Bridgewater, Rolf Goodwin, Jolie Blauvelt, Peter Chaloner, Sandy Rodgers, Jennifer Yeomans, John Truslow, Eileen Beckhardt Freedman, Lisa Law, Marcia Donaldson, Scott Toothaker, Scott Flegal, and Jeanine Kilgallen.

Absent: Pat Bernini, Linda Robinson, Stephanie Wolf-Rosenblum MD, and David Christensen.

Staff: Ruth Ellen Whitney, Barbara Lafrance, Brenda Rugg, Lucy Saia, and Ellen Sorensen.

Welcome

Elizabeth Cote

Business

- Approval of May 4, 2021 Minutes Dee Pringle
Motion was made by Marcia and seconded by Jennifer to accept the May 4, 2021 Meeting Minutes. Motion carried
- Treasurer's Report Rolf Goodwin / Ruth Ellen Whitney
Motion was made by Jolie and seconded by Eileen to accept the April 2021 Financials as presented. Motion carried.
Eileen asked the reasons for the increased Philanthropy. Ruth Ellen replied that we held an extra event, had a Summer Appeal, also we benefited from a large "Games of Chance" donation, and received several large bequests.
Jolie asked if we budgeted for legal expenses. We have and are prepared. This is an unusual expense.
Sue asked if the affiliation will help with accounts receivable. Will their billers help? Hopefully, Efficiencies gained. SH provides the shared billing.
- FY 2022 Budget Review
Motion was made by Rolf and seconded by John T. to accept the 2022 Budget. Motion carried

Marcia asked about the expense of training for Epic. John and Ruth Ellen said external training support is included in the \$240,000 quote from SH which is budgeted. In the Education Expense line item, we have included an innovative LNA Education Program. John stated that it's about \$1600 for a 10 week course. We don't provide the course, we reimburse the students. We also will provide extended training for graduate LNA's. This line item also includes \$10,000 for management LEAN training.

Review of Draft SH Combination Agreement

Jason Gregoire, Sheehan Phinney

John thanked Jason for the legal guidance he has been giving the board. Jason walked the board through the final draft document and the changes.

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

Jolie asked if we can get a clearer picture of the governing structure of SH and who is on their BOD? Jason will give org chart of their BOD. It is also on their website.
Rolf suggested we look at all 4 BODs: SH, Elliot, MVNA, and SNHH.
Elizabeth commented that in a prior meeting among SH and affiliate board representatives, the other boards appear as committed to their success as we are to ours.

Marcia asked if the Nutt Foundation was affiliated with the hospital. Elliot had their own foundation, and SNHH recently formed their own foundation, a charitable giving fund.

Jason stated that [REDACTED]

The next step:

- If we were to take a vote, take a rollcall vote to submit to Charitable Trust Unit. SH and its affiliate hospitals will then vote on the Combination Agreement.
- SH and HHCH will work together on any communications regarding execution of the Combination Agreement.
- Once SH and HHHC sign the Combination Agreement, we will have 30 days to submit the Change in Control Notice and transaction to the Charitable Trust Unit for review. They will then have 180 days to review it.
- At the end if the Charitable Trust Unit does not object, we work to officially close the transaction and vote to amend the Articles & Bylaws.
- The resolutions make clear, until this transaction actually closes, there is an ongoing due diligence and disclosure schedule process. If a material disclosure or occurrence happens between now and closing, we can decide to terminate or revise, or reopen discussions.
- We are waiting for SH to give us a Full Disclosure Schedule and expect it within the next two weeks.

Reason for vote tonight: as SH goes to take their vote they can say: HHHC has agreed to this Agreement.

John stated we do not want to rush, but if there are no objections, we should keep the process moving along.

Ken said he gets a warmer feeling since SH is responding to our concerns. Sherry Hausmann is also very cooperative and agrees to most of our requests.

Jolie stated, "I don't know how it could be any better."

Ken asked if the Senior Managers have any concerns. Lucy believes that this alliance is in the best interest of the agency. She feels very comfortable.

Ruth Ellen stated she has a concern that HHHC will be giving up the ability to develop and approve budgets. John shared that the agreement states budgets will be developed with input from HHHC CEO and believes they will want and need HHHC management involvement in budget development, even though they will have ultimate approval.

Rolf stated that the By-laws state the budget comes from SH, but they will not develop it in a vacuum. They need input from our CEO.

Jason reminded everyone [REDACTED]

Ken stated that we are an affiliate, not subsidiary.

Scott Flegal stated when we read the entire package, SH is being very generous. They have control if they want it but they admire what we are doing and want us to be successful.

Jason will read off the Proposed Resolutions that John had previously sent for the BOD to review.

RESOLUTIONS

WHEREAS, the chief executive officers, Boards of Directors, and other representatives of Home Health and Hospice Care (the "Corporation") and SolutionHealth have worked collaboratively for months to examine the advantages and disadvantages of the Corporation becoming a member of SolutionHealth's post-acute care division; and

WHEREAS, after extensive examination and analysis, the Corporation and SolutionHealth have determined that their respective historic charitable missions and the communities they serve will benefit from integrating the Corporation into SolutionHealth's regional, community-based healthcare delivery network, wherein the Corporation will play a pivotal role in the further development and enhancement of SolutionHealth network's pre and post-acute care hospital services including, but not limited to, coordinated, aligned and cost effective palliative, home care, and hospice care programs for patients across Southern New Hampshire; and

WHEREAS, with the assistance of legal counsel and financial advisors, the Corporation has conducted preliminary due diligence, which remains ongoing, of SolutionHealth, the results of which have been presented and are satisfactory to the Board of Directors; and

WHEREAS, as a result of this diligence, and with the assistance of legal counsel, the Corporation has negotiated the terms and conditions of a combination agreement with SolutionHealth (the "Combination Agreement") under which SolutionHealth will become the sole member of the Corporation through which the parties will operate under a shared decision-making model; and

WHEREAS, through the Combination Agreement, SolutionHealth will provide certain shared administrative, financial and technological services to the Corporation to support the financial and operational needs of the Corporation in light of the increased regulatory and economic pressures facing home health and hospice providers; and

WHEREAS, the Corporation and SolutionHealth have held an informational session to inform the public about the nature of the proposed transaction, and have conducted extensive outreach to key stakeholders to solicit feedback on the proposed transaction, which has informed the Corporation's deliberations and negotiations; and

WHEREAS, the Corporation's Board of Directors desires to approve the Combination Agreement and submit the necessary regulatory filings to the Charitable Trusts Unit of the New Hampshire Attorney General's Office upon receipt of reciprocal approval from SolutionHealth's Board of Trustees;

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

VOTED: That a combination with SolutionHealth in accordance with the terms of the Combination 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 and affordable home health and hospice care services; and

FURTHER

VOTED: That the Combination Agreement in the form presented to the Board of Directors is approved and accepted subject to the right of the Board of Directors to reconsider should SolutionHealth's Disclosure Schedule or ongoing due diligence review present any issues of concern; 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 Combination Agreement within the Corporation's control; and

FURTHER

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

Kenneth Bridgewater made a motion to approve the foregoing resolutions, which was seconded by Jolie Blauvelt. Elizabeth Cote, Board Chair, then conducted a roll call for two votes on the resolution:

Votes	Have your read the resolutions?	How do you vote on the resolutions?
Elizabeth Cote	Yes	In Favor
Scott Flegal	Yes	In Favor
Dee Pringle	Yes	In Favor
Rolf Goodwin	Yes	In Favor
Sue Berube	Yes	In Favor
Jolie Blauvelt	Yes	In Favor
Kenneth Bridgewater	Yes	In Favor
Pat Brunini	Not present	
Peter Chaloner	Yes	In Favor
Dave Christiansen	Not present	
Marcia Donaldson	Yes	In Favor
Eileen Beckhardt Freedman	Yes	In Favor
John Getts	Yes	In Favor
Jeanine Kilgallen	Yes	In Favor
Lisa Law	Yes	In Favor
Linda Robinson	Not present	
Sandy Rodgers	Yes	In Favor
Scott Toothaker	Yes	In Favor
John Truslow	Yes	In Favor
Stephanie Wolf-Rosenblum	Yes	Abstain
Jennifer Leonard Yeomans	Yes	In Favor

The motion passed.

1. Jason will continue working on the Change of Control Notice.
2. All the press, notices, listening sessions, packet will be presented to the Charitable Trust Unit.
3. Jason thanked everyone for their careful attention to this matter.

Chairperson's Report

Elizabeth Cote

- July BOD Meeting **NONE**
- Board Sharing

Chairperson Report:

David Phillips has resigned from the board. *The Friends of Aine Foundation* has purchased a house. They now have 80 children they are serving. He's leaving us because he has a full plate and needs to give the foundation more of his time.

John commented that *The Friends of Aine Foundation* has been a tremendous benefit for the community.

Barbara stated that even with Covid they have now purchased a house for their services and are growing & hiring more volunteers.

We are sad to lose David but we are happy for *The Friends of Aine* and David & Christine Phillips.

The 18th Annual Eminence Awards has nominated board member Peter Chaloner for Volunteer of the Year! The winner will be announced on June 3rd. Good luck, Peter!

The Telegraph did a fabulous article on *30 Years of Golf with HHHC*. SH is the lead sponsor.

Elizabeth wanted to especially thank the Board Work Group of Scott Flegal, Rolf Goodwin, Ken Bridgewater and David Phillip for all their hard work on the SH alliance due diligence activities. Also a special thanks for Rolf for his in-depth document review.

President's Report

John Getts

The past year has been a time of great uncertainty, but also great success. Our board, management team and staff have successfully navigated challenges relating to the global pandemic. During this time we have effectively guided, protected and supported our patients and staff. Our response to this crisis, in coordination with our hospitals, physician practices and the community at large, has magnified our value and the essential services we provide in our community. Although the past year brought disruptions in our referrals and revenue, the management team has maintained great fiscal discipline and agency finances remain in a very strong position. Impressively, during all these challenges, we have also

executed on our organizational strategic goals, through our recent affiliation agreement with Solution Health.

The coming year will bring its own challenges, as we finalize the formal affiliation process and begin to integrate shared software and support services. During this change, we have much opportunity to begin realizing benefits from this affiliation. Over the next year we will also continue to evaluate our strategic goal of financial stability and growth at the Community Hospice House. Additionally, in response to community need, we will build on the capabilities of our excellent clinical teams.

The desire for our services has been evident over the past month demonstrated by our strong patient census. During this time we have averaged an 8% increase in Homecare patient volumes and a 10% increase in routine hospice patients. The Community Hospice House has experienced an increase in admissions, but with shorter length of stays. The entire Home Health & Hospice Care team continues to rise to this challenge with impressive teamwork and effort.

Agency staff retention has been strong and we continue to maintain a staff turnover rate lower than our peers. Recent staff surveys reflect a high degree of satisfaction and engagement. I believe this is a reflection of our positive organizational culture and supportive managers, supervisors and board of directors.

Assuming the rate of COVID spread continues to decline, in August we will bring back many of our staff to the office, some will continue to work with a hybrid schedule between home and the office. Additionally, we plan to reinstate in person group meetings, based on CDC safety guidelines.

In August we will also once again offer foot clinic's at select locations in Southern New Hampshire. The degree and speed of opening clinics will be based on the desire of each host location and the hiring of required staff.

**

Elizabeth thanked everyone for participating. Next time we would like everyone to get on at 3:45 if possible, allowing more time for socialization before the meeting.

Motion was made by Ken and seconded by John T. to adjourn the meeting. Elizabeth adjourned the meeting at 5:40 p.m.

Respectfully submitted by: Dyan Parker, Executive Assistant

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