

**APPENDIX N-1**

**SNHHS Board of Directors'  
Meeting Minutes dated January 12, 2021**

*(confidential treatment requested)*



**Southern New Hampshire Health System**  
**Board of Trustees Meeting**  
*Tuesday, January 12, 2021*

**MINUTES**

**Attendance/Board Member:**

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Melliyal Annamalai, PhD              | <input checked="" type="checkbox"/> Marc Sadowsky, MD     | <input checked="" type="checkbox"/> Timothy Whitaker, <i>Board Chair</i>                    |
| <input checked="" type="checkbox"/> Mary Jordan                          | <input type="checkbox"/> Marlene Santiago, MD             | <input checked="" type="checkbox"/> Scott Wolf, DO, President, <i>Secretary (EO/Voting)</i> |
| <input checked="" type="checkbox"/> Honorable Joseph Laplante            | <input checked="" type="checkbox"/> Charla Stevens, Esq   |   |
| <input checked="" type="checkbox"/> Rachel Rowe, <i>Board Vice-Chair</i> | <input checked="" type="checkbox"/> John Sullivan         |   |
|  | <input checked="" type="checkbox"/> Timothy Sullivan, Esq |   |

**Attendance/Non-Board Member:**

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> Kelly Corbi     | <input checked="" type="checkbox"/> Cheryl Gagne      | <input checked="" type="checkbox"/> Mark Santos                    |
| <input checked="" type="checkbox"/> Mike DeLeo, MD  | <input checked="" type="checkbox"/> Colleen Guiry, MD | <input checked="" type="checkbox"/> Timothy Scherer, DO            |
| <input checked="" type="checkbox"/> Robert Dorf, DO | <input checked="" type="checkbox"/> Sherry Hausmann   | <input checked="" type="checkbox"/> Phillip Sullivan, MD           |
| <input checked="" type="checkbox"/> Joe Felkner     | <input checked="" type="checkbox"/> Steve Norton      | <input checked="" type="checkbox"/> Paul Trainor, <i>Treasurer</i> |

**CALL TO ORDER**

Mr. Whitaker called the Southern New Hampshire Health System, Southern New Hampshire Medical Center and Foundation Medical Partners meetings, held concurrently, to order at 5:54pm.

**RESOLUTION, LETTER OF INTENT, HHC**

Mr. Norton informed the Board that SolutionHealth (SH) was approached by Home Health and Hospice Care (HHHC), a strong non-profit with deep community commitment, high quality home care, and a great community asset in their Community Hospice House, to discuss a potential collaboration which they believe will meet their strategic initiatives. He reviewed the SH post-acute care strategy and goals which include improving the care of patients across Southern NH, improving the ability to provide care outside the traditional walls of the health systems, improving the ability to integrate specialty services with palliative, home care and hospice care services and improving the ability to provide alternative models of cost effective care, specifically with a focus on preparing for value based reimbursement environment. He stated that SH is proposing the creation of a new post-acute care division, comprised of the VNA of Manchester (VNA) and HHHC, integrated into the SH shared governance structure, with overlapping Reserved Powers and committee structures of the boards. The HHHC Board will retain primary oversight relating to: (a) Hospice House, (b) Philanthropy and existing charitable funds, (c) Community benefit and outreach, and (d) their Volunteer program. Other functions, such as finance and strategy, will be governed by the SH Board, with Board committees to be populated with designees from VNA and HHHC Boards, creating a shared governance structure to ensure that all divisions remain strategically and financially aligned.

The Board discussed the benefits of a collaboration with HHHC, agreeing that pursuing an integration would be in the best interest of the communities that SH serve. There being no further questions or comments, upon a motion duly made and seconded, it was unanimously

**VOTED**, to approve and endorse the following resolutions as presented:

**RESOLVED:** That the letter of intent between SolutionHealth and Home Health and Hospice Care, including all of its exhibits, in substantially the form presented to the meeting of the Board (the "Letter of Intent"), be and it is hereby approved.

**AND**

**RESOLVED:** That the Board hereby authorizes the Chief Executive Officer of SolutionHealth to

execute and deliver the Letter of Intent, with such changes therein as the Chief Executive Officer of SolutionHealth may deem necessary or appropriate, the execution thereof to be conclusive evidence of the approval of such changes.

**AND**

**RESOLVED:** That the Board hereby authorizes the Chief Executive Officer and other officers of SolutionHealth severally to take such actions as in the opinion of the officers so acting or in the opinion of counsel, are necessary or desirable to effect the Letter of Intent, and to carry out the purposes of the preceding resolutions, including, but not limited to, the conduct of appropriate due diligence, the taking of such actions to be sufficient and conclusive evidence that the same are within the authority conferred by these votes.

**AND**

**RESOLVED:** That any actions taken by the officers of the Corporation or SolutionHealth prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed, approved and adopted as actions of the Corporation.

**MANAGEMENT UPDATES**

[REDACTED]

**ADJOURNMENT**

There being no further business, the meetings were adjourned at 7:12pm.

Respectfully submitted,



Scott Wolf, DO, Secretary