

APPENDIX N-3

**SNHHS Board of Directors'
Meeting Minutes dated June 8, 2021**

(confidential treatment requested)



**Southern New Hampshire Health System
Board of Trustees Meeting**

Tuesday, June 08, 2021

MINUTES

Attendance/Board Member:

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

Attendance/Non-Board Member:

- | | | |
|---|--|--|
| <input checked="" type="checkbox"/> Kelly Corbi | <input checked="" type="checkbox"/> Dawn Fernald | <input checked="" type="checkbox"/> Steve Norton |
| <input checked="" type="checkbox"/> Mike DeLeo, MD | <input checked="" type="checkbox"/> John Friberg | <input checked="" type="checkbox"/> Timothy Scherer, DO |
| <input checked="" type="checkbox"/> Robert Dorf, DO | <input checked="" type="checkbox"/> Val Fryatt | <input checked="" type="checkbox"/> Phillip Sullivan, MD |
| <input checked="" type="checkbox"/> Joe Felkner | <input checked="" type="checkbox"/> Cheryl Gagne | <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 5:31pm.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

Board will retain significant governance 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. Attorney Friberg provided a summary of the status of the proposed transaction, followed by an outline of the key substantive terms of the Combination Agreement that is being presented to the board for approval by means of the Resolutions included in the board materials and circulated in advance. In addition to summarizing the major elements of the Combination Agreement, Attorney Friberg explained the purpose of Exhibit A to the agreement, reflecting amended Articles of Agreement for HHHC, and summarized Exhibit B to the agreement, reflecting amended Bylaws for HHHC. Following discussion and questions and answers, Attorney Friberg summarized the Board's fiduciary duties applicable to the review and approval of a relationship such as the one presently before the Board, including common law duties and those established by NH RSA 7:19-b. As a final matter, Attorney Friberg summarized the Resolutions in the packet and before the Board for consideration and a vote. 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 amended:

RESOLVED: That the Combination Agreement between SolutionHealth, Inc. ("SolutionHealth") and Home Health and Hospice Care ("HHHC"), including each of the exhibits attached thereto, all in substantially the form summarized at the meeting of the Board (the "Combination Agreement"), by which SolutionHealth would become the sole member of HHHC and HHHC would become an affiliate of the Corporation, be and it is hereby approved.

RESOLVED: That the Board hereby authorizes the Chief Executive Officer of SolutionHealth to execute and deliver the Combination Agreement, and related documents and agreements contemplated by the Combination Agreement, subject to the Chief Executive Officer's determination that SolutionHealth has completed satisfactory due diligence with respect to the Combination Agreement and the transactions related thereto, and with such changes to the Combination Agreement and related documents and agreements contemplated by the Combination Agreement as the Chief Executive Officer and other officers of SolutionHealth and the Corporation severally may deem necessary or appropriate consistent with the above resolution, the execution thereof to be conclusive evidence of the completion of such due diligence and the approval of such changes.

RESOLVED: That the Board hereby authorizes the Chief Executive Officer and other officers of SolutionHealth severally to take such actions and to execute and deliver such documents, as in the opinion of the officers so acting or in the opinion of counsel, are necessary or desirable to carry out the purposes of the preceding resolutions, the taking of such actions and the execution and delivery of such documents to be sufficient and conclusive evidence that the same are within the authority conferred by these votes.

RESOLVED: That the Board has, in good faith and in a manner consistent with its fiduciary duties to the Corporation and SolutionHealth, and in support of the above resolutions, determined that each of the minimum standards set forth in RSA 7:19-b, II that are applicable to the transactions contemplated by the Combination Agreement has been met.

RESOLVED: That the officers of SolutionHealth and the Corporation are hereby further authorized, empowered and directed to take any and all actions to effect the transactions contemplated by the Combination Agreement, including making all filings and taking any and all actions to obtain all necessary approvals for such transactions from the New Hampshire Department of Justice and any other authority determined by such officers relating to such transactions.

RESOLVED: That any actions taken by the officers of the Corporation 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.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

ADJOURNMENT

There being no further business, the meetings were adjourned at 8:57pm.

Respectfully submitted,

Scott Wolf, DO, Secretary