

APPENDIX O-1

**Elliot Health System Board of Directors'
Meeting Minutes dated January 21, 2021**

(confidential treatment requested)

PORTIONS OF THESE MINUTES MAY CONTAIN COMMUNICATIONS, WHICH ARE LEGALLY PRIVILEGED. DO NOT DISSEMINATE, COPY OR RELEASE WITHOUT THE CONSENT OF ELLIOT HEALTH SYSTEM'S LEGAL COUNSEL.

**ELLIOT HEALTH SYSTEM
ANNUAL MEETING OF THE BOARD OF DIRECTORS
January 21, 2021**

An annual meeting of the Elliot Health System Board of Directors was held on January 21, 2021 via video conference in Manchester, New Hampshire. Mr. Charles Rolecek, Chair, called the meeting to order at 7:50 a.m. with a quorum present.

Attendees:

Greg Baxter, MD, President
Susan Critz, MS, RN
David Cuzzi
Matt Dayno, MD
Marina Feldman, MD
Sherry Hausmann, CEO, SolutionHealth
John Hession
Paul Hoff, PhD, Secretary
James Hood, Esquire
Joseph Hyatt, MD
Dottie Kelley, President, Elliot Associates
Linda Kornfeld, MD
Stephen Loosigian, DO, President, Medical Staff
John Mercier, Treasurer
Daniel Monfried, Vice Chair
Charles Rolecek, Chair
Elizabeth Soukup, MD
Philip Taub, Esquire
James Tenn, Jr., Esquire
Peter van der Meer, MD

Staff:

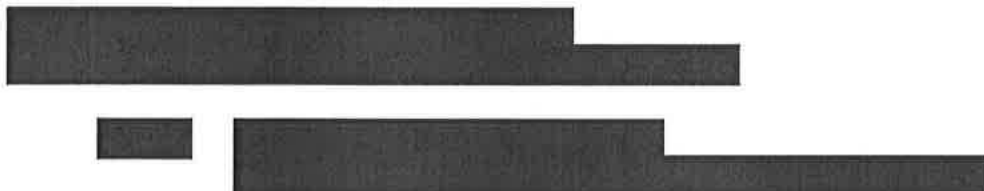
Tate Curti, SVP, Chief Operating Officer
Kevin Desrosiers, MD, CMO EH & EMG Acute Care
Joe Felkner, Chief Financial Officer, SolutionHealth
John Friberg, Esq., Chief Legal Officer, SolutionHealth
Martha Leighton, SVP Patient Care Services & CNO
Holly Mintz, MD, CMO EMG Ambulatory Care
Irene Neforas, Executive Assistant
Steve Norton, Chief Strategy Officer, SolutionHealth
Mike Turilli, SVP Finance and CFO

Guests:

Rachel Chaddock, VP VNA & Home Health
Scott Cote, System VP Facilities Planning
Sidi Cuko, System VP Supply Chain & Ancillary Services
Dawn Fernald, System VP Marketing & Communications
Brian Frechette, VP Elliot Medical Group
Christi Greene, System VP Human Resources
Bill Lewkowski, SolutionHealth CIO
Alex Petron, DO Chief Medical Information Officer
Kelli Rafferty, Director M&J Elliot Charitable Foundation
Beverly Primeau, VP Surgical Services

Excused:

Loretta Brady, PhD
Rev. John Cerrato, Jr.



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SOLUTIONHEALTH (SH) REPORT

[REDACTED]

[REDACTED]



Home Health and Hospice – Letter of Intent: Mr. Norton presented the post-acute care strategy for SH. The goals include: ensuring that home health, hospice house, palliative and hospice care figure more prominently in strategic conversations across the system; improving care of patients across southern New Hampshire; improving our ability to provide care outside the traditional walls of the health systems; improving our ability to integrate specialty services with our palliative, home care and hospice care services, and; improving our ability to provide alternative models of cost effective care, specifically with a focus on preparing for the value base reimbursement environment and enhance our efforts to work in more innovative ways with the major payers in the State to enhance value and quality outcomes.

SH seeks to partner with Home Health and Hospice Care (HHHC) and create a new Post-Acute Care element to the organization that would be integrated into the SH shared governance structure, with overlapping reserved powers and committee structures of the boards. HHHC and the VNA of Manchester (VNA) boards will remain the same size, sourcing and composition as they presently are structured. There will be matrixed management by means of key executives from the new post-acute care element having system-wide roles across SH as appropriate. The VNA of Manchester reserved powers will remain unchanged. HHHC Board would retain reserved powers relating to: (a) its existing Hospice House, (b) philanthropy and existing charitable funds, (c) community benefit and outreach, and (d) its existing 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 non-binding Letter of Intent, memorializes the intentions of SH, and its affiliates (including but not limited to Elliot Health System, Southern New Hampshire Health System and the respective affiliates) and Home Health and Hospice Care, and its affiliates to join together in a transaction that will establish SH as the sole member of HHHC, and thereby integrate HHHC into SH's regional community-based healthcare delivery network.

SH and HHHC desire to effectively integrate into the SH network a comprehensive and proactive suite of palliative, home care and hospice services, with the goals of most effectively addressing the social determinants of health, closing gaps in care, reducing hospitalizations, re-hospitalizations and inpatient lengths of stay, and ensuring that patients are able to receive care at home when and as appropriate, as opposed to in the

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more costly acute inpatient setting, thereby enhancing access, quality, value and the patient experience, while enhancing the affordability and sustainability of healthcare in the communities they serve and throughout Southern New Hampshire as a region.

Upon motion duly made and seconded, it was unanimously:

VOTED: To approve 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").

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.

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.

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.

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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ADJOURNMENT

With no further business, the meeting adjourned at 9:12 a.m.

Respectfully submitted,

Irene Neforas