

## **APPENDIX P-1**

### **SolutionHealth Board of Trustees' Meeting Minutes dated January 28, 2021**

*(confidential treatment requested)*

PORTIONS OF THESE MINUTES MAY CONTAIN COMMUNICATIONS THAT ARE LEGALLY PRIVILEGED. DO NOT DISSEMINATE, COPY OR RELEASE WITHOUT THE CONSENT OF COUNSEL.

**SolutionHealth  
Board of Trustees Meeting**

A meeting of the SolutionHealth Board of Trustees was held on January 28, 2021 by Zoom Video Conference in New Hampshire. Ms. Dianne Mercier, Chair, called the meeting to order at 5:32 p.m. with a quorum present.

**Attendees:**

Howard Brodsky  
Sherry Hausmann, President & CEO  
John Hession, Treasurer  
Lawrence Hoopp, MD  
Hon. Clifford Kinghorn, Jr.  
Stephen Loosigian, DO  
Dianne Mercier, Chair  
Martha O'Neill, Esq., Secretary  
James Steiner  
Praveen (PK) Suchdev, MD, Vice Chair  
Timothy Sullivan, Esq.

**Staff:**

Greg Baxter, MD, President, EHS  
Kelly Corbi, Chief Operating Officer  
Joe Felkner, Chief Financial Officer  
John Friberg, Esq., Chief Legal Counsel  
Bill Lewkowski, Chief Information Officer  
Steve Norton, Chief Strategy Officer  
Sylvie White, Sr. Executive Assistant  
Scott Wolf, DO, President, SNHH

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**SolutionHealth  
Board of Trustees Meeting  
January 28, 2021**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**SolutionHealth  
Board of Trustees Meeting  
January 28, 2021**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

SolutionHealth  
Board of Trustees Meeting  
January 28, 2021

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**Home Health and Hospice Care Resolution:** Mr. John Friberg provided an update on the Home Health and Hospice Care (HHHC) strategy as previously discussed by Ms. Hausmann and Mr. Norton. Mr. Friberg presented a resolution which was included in the meeting materials to authorize Ms. Sherry Hausmann, as pursuant to the resolutions, to proceed in

**SolutionHealth  
Board of Trustees Meeting  
January 28, 2021**

finalizing and executing the Letter of Intent not to substantially differ from the version that has been developed and move forward in negotiating a Definitive Agreement.

Mr. Friberg stated that HHHC was established in 1883, which pre-dates the Visiting Nurse Association of Manchester and Southern New Hampshire (VNA), which was formed in 1897. Both organizations are robust and well thought of home health agencies, supporting the needs of the community. Mr. Friberg discussed the emerging SolutionHealth home health vision, which is to bring HHHC into the structure of SolutionHealth to form a post-acute care division with the VNA, in order to create an integrated service for palliative care, home care and hospice services across the system. Under the member substitution structure, SolutionHealth would be the sole member of HHHC.

The Letter of Intent (LOI) is a non-binding document that outlines the basic parameters for the development a definitive agreement. Secondly, the LOI defines a timeline and process that includes due diligence, community listening sessions, internal communications, and conversations with the Director of Charitable Trusts, which have commenced. It was noted that the LOI can be terminated by either party for any reason with a thirty-day notice. Mr. Friberg stated that when the parties reach a definitive agreement, the agreement would be presented to the Boards for review and approval.

Mr. Friberg reviewed the proposed governance structure as outlined in Exhibit A – Description of Ceded Powers. The HHHC Board would remain intact as a direct subsidiary of SolutionHealth and dock into the regional system by means of the ceded powers as described, which are adjusted to account for the fact that HHHC is not a full-fledged hospital member but rather a smaller home health care entity. Mr. Friberg noted that there would be more centralized financial decision-making at the SolutionHealth level. Also, there are a few niche subject matter carve outs that were requested by the HHHC Board, specifically relating to their volunteer program, community benefits, philanthropic activities and their hospice Community House. Regarding any matters pertaining to these four areas, the HHHC Board would have sole authority to approve material changes to those aspects of their operations. Otherwise, the shared and ceded powers are largely consistent with those with which the SolutionHealth Board is familiar. Mr. Friberg stated any Board member with questions, concerns or suggestions should share them directly with him or any member of management, to ensure those specifics are addressed within the definitive agreement.

Mr. Norton stated that the HHHC resolutions have been presented to and approved by the EHS Board of Directors and SNHH Board of Trustees. A comprehensive communication plan is being developed to support staff, community members and donors to understand the process and timeline. Mr. Friberg reported that he is in an active dialogue with the Attorney General's office regarding the VNA and whether Probate Court action will be necessary to adjust the move of the VNA as an entity under EHS to SolutionHealth. Dr. Baxter shared that both the VNA and EHS Boards are supportive of the concept and are encouraged by the ability to bring the VNA and HHHC together under common organizational oversight, to elevate post-acute care services including hospice care. Mr. Norton stated that the Community House has twelve

**SolutionHealth  
Board of Trustees Meeting  
January 28, 2021**

beds which could increase to 16 beds based on a demand analysis performed a few years ago that would be revisited. A group discussion followed.

Upon motion duly made and seconded, it was unanimously:

**RESOLVED: To approve the resolutions for the Letter of Intent with Home Health and Hospice Care. (See attached).**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**SolutionHealth  
Board of Trustees Meeting  
January 28, 2021**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



**SolutionHealth  
Board of Trustees Meeting  
January 28, 2021**

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

**SolutionHealth**  
**Board of Trustees Meeting**  
**January 28, 2021**

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

[Redacted text block]

**SolutionHealth  
Board of Trustees Meeting  
January 28, 2021**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

SolutionHealth  
Board of Trustees Meeting  
January 28, 2021

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**Adjournment:** With no further business, the meeting adjourned at 7:40 p.m.

Respectfully submitted,

Sylvie White