

HEALTHTRUST, INC.
BOARD OF DIRECTORS
PUBLIC & NON-PUBLIC SESSIONS
MINUTES OF DECEMBER 1, 2022

BOARD OF DIRECTORS PARTICIPATING:

| | |
|----------------------------------------------------------------|-----------------------------------------------------------------|
| Stacey, Cathy Ann, Reg of Deeds, Rockingham Cnty, <i>Chair</i> | Hilchey, Susan, Director of HR, SAU #25 |
| Clark, Michelle, Bus Admin, SAU #66 | Rapp, Brian, Deputy Chief, Claremont Fire Dept (8:25 a.m.) |
| Codling, Brigitte, Town Manager, Haverhill | Rossner, Daniel, Bus Admin, SAU #48 |
| Dean, Russell, Town Manager, Exeter (8:55 a.m.) | Sheing, Jill, HR/Payroll Coord, Strafford Cnty |
| Dunn, Scott, Town Admin, Gilford | Trahan, Sarah, Teacher, Winnacunnet H. Sch (<i>Remote</i>) |
| Ford, Duane, Business Admin, SAU #67 | |

STAFF PARTICIPATING:

| | |
|------------------------------------------------|-------------------------------------------|
| DeRoche, Scott, Member & Enrollee Svcs Manager | Parker, Wendy, Executive Director |
| Fox, Kathy, Controller | Simmons, Darlene, Engagement Manager |
| Herrick, Jeanne, General Counsel | Tsiopras, George, Chief Financial Officer |
| Olson, Barbara, Executive Assistant | |

Board Chair, Cathy Ann Stacey opened the meeting at 8:00 a.m. She noted that Sarah Trahan is participating remotely. She asked Ms. Trahan if it was not reasonably practical for her to attend in-person and she stated that it was not and when asked if there was anyone in the room with her, she responded, no.

Minutes of October 4, 2022 HealthTrust Board of Directors Meeting

Ms. Stacey asked if Board members had reviewed the minutes and were there any recommended revisions. None were made.

MOTION by Scott Dunn, seconded by Brigitte Codling, to accept the minutes of the October 4, 2022 HealthTrust, Inc. Board of Directors meeting.

Roll Call Vote

| | | | | | | | |
|-------------------|---|----------------|---|-----------------|---|-------------------|---|
| Clark, Michelle | Y | Ford, Duane | Y | Rossner, Daniel | Y | Stacey, Cathy Ann | Y |
| Codling, Brigitte | Y | Hilchey, Susan | Y | Sheing, Jill | Y | Trahan, Sarah | Y |
| Dunn, Scott | Y | | | | | | |

MOTION passed unanimously.

Introduction of HealthTrust's Compliance, Risk & Control Officer

Wendy Parker introduced Theresa Christiansen to the Board and shared some of her background and work history. Ms. Christiansen thanked Ms. Parker for the introduction and shared further information on her background and stated that she was looking forward to working with the Board. The Board welcomed Ms. Christiansen.

Ms. Christiansen left the meeting at 8:04 a.m.

Facility Discussion and Recommendation (Non-Public Session-RSA 91-A:3, II(d))

It was agreed that the Board wished to enter Non-Public Session.

MOTION by Daniel Rossner, seconded by Michelle Clark, to enter Non-Public Session relative to RSA 91-A:3, II(d).

Roll Call Vote

| | | | | | | | |
|-------------------|---|----------------|---|-----------------|---|-------------------|---|
| Clark, Michelle | Y | Ford, Duane | Y | Rossner, Daniel | Y | Stacey, Cathy Ann | Y |
| Codling, Brigitte | Y | Hilchey, Susan | Y | Sheing, Jill | Y | Trahan, Sarah | Y |
| Dunn, Scott | Y | | | | | | |

MOTION passed unanimously at 8:05 a.m. The Board, Jeanne Herrick, Barbara Olson, Wendy Parker, and George Tsiopras remained in the meeting.

~NON-PUBLIC SESSION~

The board discussed a matter that involved consideration of the acquisition, sale, or lease of real or personal property which, if discussed in public, would likely benefit a party or parties whose interests are adverse to those of the general community. Ms. Parker addressed HealthTrust's position as tenant and majority shareholder of the current facility and a recommendation brought forward by the Leadership Team regarding an alternative. Discussion ensued.

Brian Rapp in attendance at 8:25 a.m.

Further discussion ensued.

MOTION by Daniel Rossner, seconded by Brian Rapp, to exit the Non-Public Session.

Roll Call Vote

| | | | | | | | |
|-------------------|---|----------------|---|-----------------|---|-------------------|---|
| Clark, Michelle | Y | Ford, Duane | Y | Rossner, Daniel | Y | Stacey, Cathy Ann | Y |
| Codling, Brigitte | Y | Hilchey, Susan | Y | Sheing, Jill | Y | Trahan, Sarah | Y |
| Dunn, Scott | Y | Rapp, Brian | Y | | | | |

MOTION passed unanimously at 8:40 a.m.

~PUBLIC SESSION~

Chair Stacey recessed the meeting at 8:41 a.m. for consultation with legal counsel. Barbara Olson and George Tsiopras left the meeting.

Russell Dean in attendance at 8:55 a.m.

Chair Stacey reconvened the meeting at 8:59 a.m. and Ms. Olson and Mr. Tsiopras were invited back into the meeting room.

Other Business

Nothing additional was added.

MOTION by Michelle Clark, seconded by Brian Rapp, to adjourn the meeting.

Roll Call Vote

| | | | | | | | |
|-------------------|---|----------------|---|-----------------|---|-------------------|---|
| Clark, Michelle | Y | Dunn, Scott | Y | Rapp, Brian | Y | Stacey, Cathy Ann | Y |
| Codling, Brigitte | Y | Ford, Duane | Y | Rossner, Daniel | Y | Trahan, Sarah | Y |
| Dean, Russell | Y | Hilchey, Susan | Y | Sheing, Jill | Y | | |

MOTION passed unanimously at 9:03 a.m.

Respectfully submitted,



Barbara Olson, Executive Assistant