

**DARTMOUTH-HITCHCOCK HEALTH
BOARD OF TRUSTEES**

Meeting Minutes

Thursday, December 17, 2009

**The Meeting was held via telephone conference call in conjunction with a
D-H Boards of Trustees Meeting
Presidents' Conference Room, DHMC**

**Subject to the Approval of the Board at its Next Meeting on
February 3, 2010**

Present: Thomas Colacchio, MD; Vincent Conti; Nancy Formella; Wayne Granquist;
Michael Goran, MD; Alfred Griggs; Jennie Norman

**Unable to
Attend:** William Green, PhD; Alan Keiller

**Invited
Guests:** Neil Castaldo; Dan Jantzen; Steve LeBlanc; Claire Lillie

1. **Call to Order:** The meeting was called to order by Mr. Granquist at approximately 3:30 pm in the Presidents' Conference Room of DHMC.

[REDACTED]

3. **Reference to the D-H Board of Trustees Meeting Minutes:** Each of the D-H Health Board members attended and participated in the meetings of the DHC and MHMH Boards of Trustees held immediately prior to the commencement of this meeting. All of the D-H Health Trustees referred to those prior discussions and agreed that the substance of the prior review of the final due diligence report and the public input and questions should be incorporated into this discussion and these minutes by reference. Accordingly, the D-H Health Board of Trustees affirmed that: 1) the D-H Health Trustees have reviewed the public input related to the Affiliation of D-H Health and CMCHS and considered it, in coordination with the D-H Board of Trustees, in developing amendments to the D-H Health/CMCHS Affiliation Agreement; 2) the D-H Health Trustees have reviewed the final Due Diligence report in relation to the Affiliation of D-H Health and CMCHS; and 3) the Affiliation between D-H Health and CMCHS is being entered into in order to better serve the health care needs of the largest community in the state (Manchester, NH) and to advance the Mission, Vision and Goals of D-H to achieve the

healthiest population possible. The Board discussed these issues with the senior leadership and received satisfactory answers to their various questions.

The D-H Health Board of Trustees **VOTED** unanimously to approve the following resolution:

RESOLVED: To acknowledge the satisfactory results of the due diligence review completed in fulfillment of the condition set forth in Section 4.4.3 of the Affiliation Agreement dated July 22, 2009 (the "Affiliation Agreement") between the Corporation and CMC Healthcare System ("CMCHS"), subject only to a satisfactory update immediately prior to the Effective Date.

**FURTHER
RESOLVED:**

To acknowledge the public commentary received to-date regarding the proposed affiliation with CMCHS, and upon consideration of such comments, to approve the First Amendment to the Affiliation Agreement as presented to the Board.

**FURTHER
RESOLVED:**

To authorize and direct the President of the Corporation to execute the First Amendment to the Affiliation Agreement on behalf of the Corporation and to deliver it to CMCHS and any appropriate regulatory agencies, which amended agreement remains subject to the receipt of all applicable regulatory approvals.

**FURTHER
RESOLVED:**


That all actions previously taken by any of the officers and/or Trustees of this Corporation in connection with the Affiliation Agreement and related matters are hereby adopted, ratified, confirmed and approved in all respect as the acts and deeds of the Corporation.

Dr. Colacchio reported that the CMCHS trustees unanimously voted earlier in the day to approve the First Amendment to the Affiliation Agreement. The completion of the voting on the First Amendment to the Affiliation Agreement completes the requisite approvals for the Affiliation Agreement and allows for its submission to the offices of the Attorney General (AG) and the Director of Charitable Trusts (DCT). Submission of the Affiliation Agreement and the First Amendment to the Affiliation Agreement will begin the 120 day review period of the documents by the AG and the DCT.

As there was no further business to discuss, the meeting adjourned.

A true record.

ATTEST:



Jermie L. Norman, Secretary

/cl



**MEETING OF THE BOARD OF TRUSTEES
of
DARTMOUTH-HITCHCOCK HEALTH**

By Unanimous Written Consent

The undersigned, being all the members of the Board of Trustees of Dartmouth-Hitchcock Health, a New Hampshire nonprofit voluntary corporation (the "Corporation"), do hereby consent that the following actions be taken in lieu of a meeting of the Board of Trustees:

WHEREAS, the Corporation entered into an Affiliation Agreement with CMC Healthcare System ("CMCHS") dated July 22, 2009 (the "Affiliation Agreement"); and

WHEREAS, pursuant to New Hampshire RSA 7:19-b, the Corporation's Board of Trustees sought and considered public comment regarding the terms of the Affiliation Agreement; and

WHEREAS, on December 17, 2009 the Boards of Trustees of each of the Corporation and CMCHS approved a First Amendment to the Affiliation Agreement (the "First Amendment") to reflect the results of the Boards' respective consideration of public commentary; and

WHEREAS, in response to expressed concerns, the Bishop of the Roman Catholic Diocese of Manchester has requested an additional revision to the Affiliation Agreement to grant to the Bishop reserved powers, concurrent with the powers reserved to the Corporation, to approve the appointment and removal of all of the elected trustees of CMCHS, and not just those appointed by Catholic Medical Center; and

WHEREAS, the Bishop's requested revision has been discussed with the trustees of Mary Hitchcock Memorial Hospital and Dartmouth-Hitchcock Clinic and such trustees are amenable to granting the Bishop's request and support the approval by the Corporation of a revision to the First Amendment;

THEREFORE, the members of the Corporation's Board of Trustees consent to the following actions:

RESOLVED: That the First Amendment be revised by replacing Section 1(b) thereof with the attached revised Section 1(b).

FURTHER
RESOLVED: That the President of the Corporation is authorized and directed to re-execute the First Amendment on behalf of the Corporation to confirm the revision to Section 1(b) authorized above.

FURTHER
RESOLVED:

That the Resolutions of the Corporation's Board of Trustees adopted at its December 17, 2009 are ratified and confirmed and remain fully-applicable to the First Amendment as revised by these Resolutions.



Wayne G. Granquist

Date Signed: January 18, 2010

Alan C. Keiller

Date Signed: January ____, 2010

Jennie L. Norman


Date Signed: January ____, 2010

Michael J. Goran, M.D.

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Alfred L. Griggs

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Thomas A. Colacchio, M.D., President

Date Signed: January 18, 2010

Vincent S. Conti

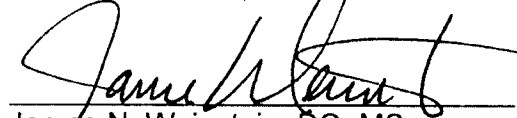
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Nancy A. Formella

Date Signed: January ____, 2010

William R. Green, PhD

Date Signed: January ____, 2010



James N. Weinstein, DO, MS

Date Signed: January 19, 2010

INTENDED EFFECTIVE
DATE OF MEETING: January 14, 2010

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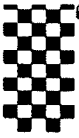
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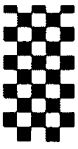
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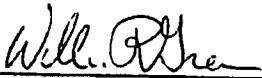
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