



# Public Listening Session: Proposed Merger of ISHC & UCVH

Gail Fisher, Chair, ISHC Board of Directors

Sergio Zulich, CEO, ISHC

Odette Crawford, Chair, UCVH Board of Directors

Scott G. Colby, President & CEO, UCVH

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

**This Public Listening Session is being recorded and the recording will be submitted to the NH Attorney General's Charitable Trust Unit**

- **Welcome, Introductions & Format:**  
Darrell Bodnar, Moderator
- **ISHC Recent History:** Gail Fisher & Sergio Zullich
- **UCVH Establishing of Primary Care:**  
Odette Crawford & Scott Colby
- **Process to Consider a Merger between ISHC and UCVH:** Gail Fisher

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- **Capabilities of Federally Qualified Health Center ["FQHC"] vs. Rural Health Clinic ["RHC"]:** Scott Colby
- **Proposed Structure:** Scott Colby
- **Addressing Job Losses:** Scott Colby
- **Public Comments & Questions (submitted via "Q&A"):**

Darrell Bodnar

# Welcome, Introductions & Format

**Darrell Bodnar**



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- **Welcome & Introductions:**
  - **Board Chairs:**
    - **Gail Fisher, ISHC**
    - **Odette Crawford, UCVH**
  - **Administrators:**
    - **Sergio Zullich, CEO, ISHC**
    - **Scott Colby, President & CEO, UCVH**

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- **Board of Directors: ISHC**

**Executive Committee:**

**Gail Fisher, President**

**Suzanne Phinney, Vice President**

**Dave Thatcher, Treasurer**

**Mike Burtnick, Secretary**

**Members:**

**Myriam Beauchesne**

**Maggie Fitzgerald, APRN**

**Linda Lomasney**

**Frank Sawicki**

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- **Board of Directors: UCVH**

**Executive Committee:**

**Odette Crawford, Chair**

**Lynn Brewer, R.Ph. Vice Chair**

**Jim Wells, Treasurer**

**Eric Stohl, Secretary**

**Members:**

**Avis Brosseau**

**Jeannine Burns**

**Fr. Craig Cheney**

**Rob Dawson, DNP**

**Ed Laverty, PA-C**

**Laura Mills, RN**

**Morgan Wade, Esq.**

**Sharon Ellingwood White**

**Tom Mee, CEO, North Country Healthcare**

**Scott Colby, President & CEO, UCVH**

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- **Format:**
  - **Zoom Webinar:**
    - **Panelists & Board Members are in view**
    - **General Public is not in view**
    - **Comments & Questions will be taken via the Zoom “Q&A” feature and will be read only by the Moderator**
    - **A brief survey of those attending will be sent to the public attendees following the presentation**



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- **Format: (continued)**
  - **Recorded:**
    - **The Public Listening Session is being recorded – including questions & comments submitted via chat**
    - **The recording will be shared with the NH Attorney General's Charitable Trust Unit**

# ISHC Recent History

## Gail Fisher & Sergio Zullich



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- **2016: Four Primary Care Practices:**
  - Dr. Latham
  - Dr. Soucy
  - ISHC
  - WMC N. Stratford
- **2016: Escalation of ISHC Expenses:**
  - Population Health Medical Director
  - Marketing Efforts
  - Construction Project Planned
  - DEA Investigation “in the background”
- **2017 – Summer:**
  - Drug Enforcement Agency [“DEA”] Investigation Ramps-up
  - Dr. Fothergill Departure
  - Public Fallout/Damage to ISHC Brand

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- **2017 – December Dr. Fothergill opens a competing practice**
- **2018 – Summer**
  - **Significant losses mounting at ISHC**
  - **Federal grants to ISHC were never intended to cover all costs**
  - **Payables rising to unsustainable levels**
- **2018 – Fall**
  - **Colby proposes a grant to ISHC by UCVH (similar to Berlin/Littleton)**
  - **\$300,000 grant is approved by UCVH Board with collaboration and cross-Board representation**
- **2018-2019 – Dr. Soucy closes practice and works for ISHC & Dr. Latham leaves Colebrook**
  - **Now only three (3) Primary Care Practices: ISHC, WMC N. Stratford and Dr. Fothergill**
- **2019 – March – Grant Agreement Signed**

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- **2019 – May – ISHC electronic health record [“EHR”] Vendor announces a deadline of 12/31/2019 for ISHC to go onto a new EHR**
- **2019 – June 5<sup>th</sup> – CEO Kelley meetings with NCH CEO Mee about converting to the NCH EHR – Meditech Expanse**
  - **ISHC unable to secure financing for an EHR – UCVH funds this**
- **2019 – Summer UCVH extends a \$50,000 grant and ultimately \$175,000 0% interest loan to ISHC for the EHR**
- **2019 - Summer Dr. Soucy leaves ISHC**

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- **2019 to Present: EHR conversion w/UCVH President &CEO chairing the effort**
  - **Sporadic attendance and involvement by CEO Kelley and Interim CEO Culley**
- **2019 to 2020 – 100% Provider Turnover**
- **January 2020, NCH CEO Mee alerts NCH Board of the situation of primary care in Colebrook: Due to ISHC's financial struggles, NCH needed to consider long term strategy for primary care in Colebrook**
- **2020 – Three providers leave to go to WMC**

# UCVH Establishing Primary Care

Odette Crawford & Scott Colby



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- Summer 2020:
  - With Providers leaving ISHC, UCVH determines that primary care access in Colebrook/Canaan is in jeopardy
  - UCVH & ISHC meet in early August to discuss the possibility of ISHC converting to an RHC due to the provider turnover





# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- Fall 2020:
  - UCVH determines it is necessary to establish primary care and determines a dual track is in the best interest of the community:
    - Standalone UCVH RHC and ISHC conversion to be pursued simultaneously
  - UCVH makes certain ISHC knows of this dual track
    - ISHC is open about its dual track strategy of converting to an RHC or partnering with another FQHC

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- Fall 2020:
  - UCVH and WMC determine that an RHC in Colebrook should include the providers in N. Stratford
  - Recruitment efforts of additional providers for Colebrook begins
  - Dr. Sweeney, Dr. Tarkleson and Mary Judd will return to Colebrook in practice at this RHC
- Winter 2021:
  - UCVH finalizes its plan for a modular building on campus
  - Target date for opening (primary care, behavioral health):

May 2021



# Process to Consider a Merger between ISHC and UCVH

Gail Fisher



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- October 29, 2020: Memorandum of Understanding [“MOU”] and Confidentiality Agreement between the parties were executed
- November 4, 2020: Joint meeting of the Executive Committees was held to map-out the process and establish the Joint Work Group
- November 16, 2020: Kick-off Meeting of the Joint Work Group



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- Joint Work Group Members:

### ISHC

Gail Fisher, Board Chair  
Dave Thatcher, Treasurer  
Mike Burtnick, Secretary  
Suzanne Phinney, Vice Chair  
Greg Culley, MD, President & CEO

Lori Morann, Practice Manager  
Sergio Zullich, Pharmacy Director  
Billie Paquette, Executive Assistant/H.R. Director

### UCVH

Scott Colby, President & CEO  
Celeste Pitts, CFO  
Monique Hand, Practice Manager  
Rob Gooch, Director of Pharmacy  
Rona Glines, VP Physician Practices,  
Weeks Medical Center  
Jonathan Pantenburg, Stroudwater Asc.

- November 16, 2020: Kick-off Meeting of the Joint Work Group
  - Co-Chairs: Scott Colby and Sergio Zullich
  - Minutes and agendas were maintained

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- Additional Meetings:
  - December 2, 2020
  - December 16, 2020
  - December 30, 2020
  - January 13, 2021
  - January 20, 2021
- Subgroup Formation – Representation of both ISHC & UCVH on each:
  - Sliding Scale/Charity Care – Monique Hand, Chair
  - Care Coordination/ Outreach – Rona Glines, Chair
  - Behavioral Health – Rona Glines, Chair
  - Pharmacy/340B – Sergio Zullich, Chair

# Capabilities of FQHC vs. RHC

Scott Colby



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

SUBGROUP: SLIDING SCALE/CHARITY CARE:

MONIQUE HAND, CHAIR

- **Members:**

Monique Hand, UCVH, Chair  
Jodie Smith, UCVH

Lori Morann, ISHC  
Jordan Phinney, ISHC

- **Comparison:**

	<u>ISHC</u>	<u>UCVH</u>
Fed. Poverty Level	<200%	<300%
Discount	Sliding Scale	Free care up to 300%
Documentation Req'd	No	Yes
Self-Pay Discount	No	Yes
Medicaid Expansion	Not required	Must apply



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

SUBGROUP: SLIDING SCALE/CHARITY CARE: (continued)

•**Bottom Line:** The two programs are close, but not exact with ISHC having a slight advantage for patients given that application and documentation for assistance is not required.

This is offset by UCVH's program offering free care up to 300% of FPL and a self-pay discount of approximately 40%.



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

SUBGROUP: CARE COORDINATION/OUTREACH:

RONA GLINES, CHAIR

- **Members:**

Rona Glines, WMC, Chair  
Chantal Dostie, ISHC

Greg Culley, MD, ISHC

- **Comparison:**

Staffing

ISHC  
6

UCVH (WMC)  
10

Both ISHC and WMC's RHC's offered comprehensive patient support services including home visitation, assistance with securing housing, medications, chronic care management, transitional care management, etc.

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

SUBGROUP: CARE COORDINATION/OUTREACH: (continued)

•**Bottom Line:** The two programs are very close, and while structured slightly differently, offer significant patient support.

The notable exception is the 340B pharmacy discount program for patients which will be discussed below.



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

SUBGROUP: BEHAVIORAL HEALTH:

RONA GLINES, CHAIR

- Members:**

Rona Glines, WMC, Chair  
Nick Hunt, WMC

Greg Culley, MD, ISHC  
Kathleen Killeen, ISHC

- Comparison:**

ISHC

UCVH (WMC)

Locations	2	6
Staffing	6	19
B-H Counseling	Yes	Yes
MAT	No	Yes

Both ISHC and WMC's RHC's offered comprehensive behavioral health programs to their patients.



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

SUBGROUP: BEHAVIORAL HEALTH: (continued)

•**Bottom Line:** The two programs are very close and both offer significant BH service to their patient populations.

The notable exception is the 340B pharmacy discount program for patients which will be discussed below and WMC's offer of an MAT program (APRN, LADAC, etc.) which will be brought to Colebrook.

It's important to note that SUD was identified as a healthcare priority on our Community Health Needs Assessment

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

SUBGROUP: 340B PHARMACY:

SERGIO ZULLICH, CHAIR

- **Members:**

Sergio Zulich, ISHC , Chair

Scott Colby, UCVH

Jonathan Pantenburg, Stroudwater

Greg Culley, MD, ISHC

Celeste Pitts, UCVH

Rob Gooch, UCVH

- **Comparison:**

ISHC

UCVH (WMC)

340B

Yes

Yes

Savings to Patients

\$745K annually

N/A

UCVH will have the ability to pass the same level of 340B savings on to patients; however, some of those savings may need to be retained by the RHC to make it financially viable.

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

SUBGROUP: 340B PHARMACY: (continued)

- **Bottom Line:** UCVH's RHC will offer medication assistance (discounts or free RX) and/or voucher programs to supplement 340B savings

Also, UCVH is exploring running 340B savings through its hospital-based pharmacy

UCVH develops the following pharmacy charity care program

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- New Financial Assistance Program for NCH Retail Pharmacy:
  - Recommendation will be made by Management to the UCVH/WMC/NCH Boards
  - All Colebrook RHC patients would be eligible
  - Two components:
    - Pharmacy Access
    - Income Qualification for Meds



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- Pharmacy Access – Offered to ALL patients
  - Free samples
  - Vouchers to local pharmacies
  - Potential access to UCVH hospital pharmacy
  - Industry medication assistance programs
- Income Qualification for Meds – Application Required:
  - Federal Poverty Level [“FPL”]: The threshold to qualify will be patients <200% of FPL – This is the current ISHC level to qualify for sliding-scale discounts

# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- Income Qualification for Meds – Application Required:

(continued)

- Medicaid Expansion: All efforts to qualify for Medicaid expansion must be exhausted before accessing this benefit
- Asset Testing and Income Qualification: Application under this program will include proof of income (tax returns, etc.) and an asset testing (with certain exemptions like primary home up to a defined value, retirement savings accounts, etc.)
- Annual Re-certification/Re-application: This will be required

Discount: The discount for people qualifying for this program will be prescription medications being sold to them at the 340B cost plus a per prescription dispensing fee.

# Proposed Structure

Scott Colby



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- Proposed Structure:
  - RHC is being established in Colebrook branded as NCH/UCVH (opening May 2021)
  - Not-for-Profit Status: NCH, UCVH and Weeks Medical Center are all not-for-profit just like ISHC
  - Operated under the WMC RHC license and Managed by WMC
  - Primary Care & Behavioral Health services included
  - Medication Assisted Treatment for MAT for treatment of substance use disorder/SUD
  - ISHC practice would fold into this UCVH/WMC RHC
  - Retail Pharmacy: Operated by NCH with AVH's, UCVH's and WMC's 340B programs contracted through the retail pharmacy – with charity care program detailed above



# Addressing Job Losses

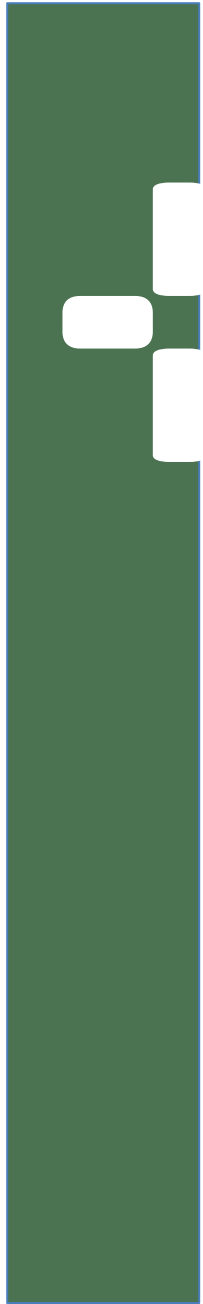
Scott Colby



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- **UCVH's RHC Goal:**
  - To ensure the Colebrook/Canaan communities have access to high quality, predictable primary care
- **Valued Employees:**
  - NCH was named one of Modern Healthcare's "Best Places to Work" in 2020:
  - NCH Values its employees
  - Steps to mitigate job losses as a result of converting ISHC to an RHC have been carefully developed – unfortunately, there will likely be some job losses



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- UCVH/NCH Strategy for ISHC Employees:
  - **Step 1: NCH Job Postings to be Shared with ISHC:**
    - February 3, 2021, the NCH job postings were shared with the ISHC Board President
    - ISHC H.R. Involvement:
      - ISHC H.R. is able to begin “matching” current ISHC employees with NCH potential opportunities



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- UCVH/NCH Strategy for ISHC Employees: (continued)
  - **Step 2: UCVH/NCH Job Fairs:**
    - Mid-to-late Spring 2021 (will seek advice from Legal on timing):
      - In-Person (at UCVH) for those who have been vaccinated for COVID
      - Virtual for those who have not received the COVID vaccine



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- UCVH/NCH Strategy for ISHC Employees: (continued)
  - **Step 2: UCVH/NCH Job Fairs:**
    - WMCC to attend to offer information on certificate and degree programs both within the healthcare industry and outside the healthcare industry
    - All ISHC employees would be encouraged to apply for one of the NCH positions



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- UCVH/NCH Strategy for ISHC Employees: (continued)
  - **Step 3: Networking with Local Employers:**
    - Without compromising the integrity of the merger process, outreach calls have been placed to at least one local employer to work on partnering for employees displaced by this transaction



# PUBLIC COMMENTS & QUESTIONS SESSION



# Public Listening Session:

## Proposed Merger of ISHC & UCVH

- **Format for Comments & Questions:**
  - **Zoom Webinar:**
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