ATTACHMENT 17

Exeter Health Resources and Beth Israel Lahey Health

Executive Oversight Committee

November 28, 2022

Beth Israel Lahey Health

Agenda

Beth Israel Lahey Health

1. *Debrief on Internal Integration Planning Kick-off and Epic Planning Meetings*
2. *Review Committee and Work Group Charters and Upcoming Agendas*
3. *Review Initial Change Acceleration Framework and Next Steps*
4. *Detailed Next Steps through January*

Legal Disclaimer: Pre-Close Considerations

Beth Israel Lahey Health

The purpose of integration discussions in the pre-close period is to plan for Exeter's future state within BILH in a post-close environment following regulatory approvals. The Parties will not be making concrete joint operational plans or undertaking coordinated action during the pre-close period. The Parties may exchange relevant information regarding any and all policies and practices during this period consistent with such constraints.

Please see appendix for more detailed anti-trust guidelines

Reminder: Where We Are in the Process

Beth Israel Lahey Health

Our Discussion

Pre-Close

Pre-planning for integration only

Close

After Close

Initiating integration activities with a focus on high-priority initiatives to start

As we stand-up committees and work groups, it is important that we continue to remind leaders and participants that we are planning – no executing – on integration during this pre-close phase.

Debrief on Initial Integration Pre-Planning Meetings

Beth Israel Lahey Health

What went well during the internal integration planning kick-off and Epic planning meetings? What should we continue doing?

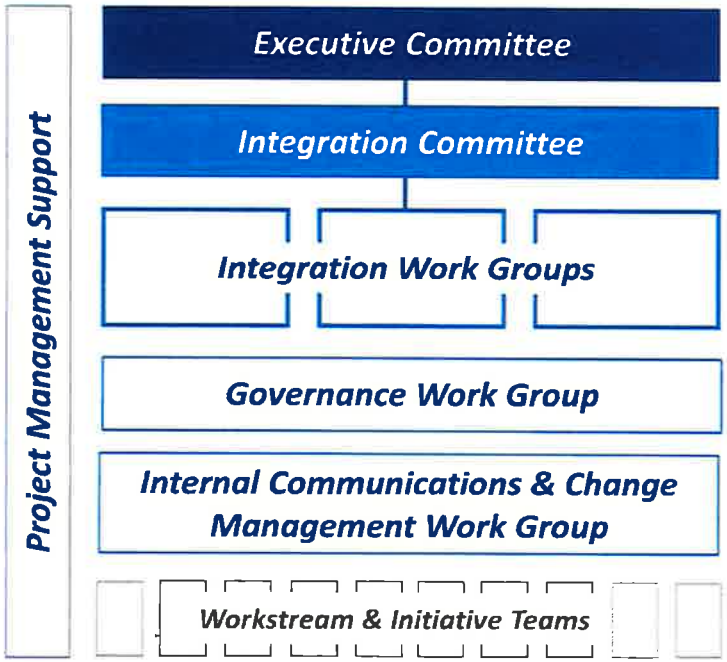
Have any questions or feedback given you pause or cause for concern? What should we adjust moving forward?

Draft Charters [For Discussion]

Reminder of Governance Structure

Beth Israel Lahey Health

Project Structure



Roles and Responsibilities

Role	*Cadence*
Align on strategic direction, approve recommendations, and resolve major issues	Once every ~4 weeks
Establish expectations, guide progress, and ensure achievement of goals	Once every ~4 weeks
Progress initiatives through coordination and collaboration across teams, build relationships, and escalate risks/issues	Once every 2 to 4 weeks
Build relationships, align system and local governance, and implement bylaws	TBD
Build communication cascade plan and messages for various audiences	TBD
Plan and execute on specific workstreams and initiatives	Varies

Draft Charters [For Discussion]

Reminder of Governance Structure

Beth Israel Lahey Health

Project Structure

Our Focus for Today

Draft Charters [For Discussion]

Charter Structure & Definitions

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Committee & Group Overview	**Goal/Objective**	What are we trying to achieve and why? What is the strategic rationale / business need? What is out of scope?
Membership, Stakeholders, & Resources	**Team Members**	Who is on this committee or work group?
	Key Stakeholders	Organized by RACI framework – responsible, accountable, consulted, informed
	Budget/Resources	What is the budget for this effort, if any (e.g., spend on third party for black box analyses)? What external and internal resources are needed for success?
Milestones, Risks, & Success Measures	**Major Milestones**	When does project start and finish? What are the big milestone deliverables and timeframes?
	Metrics of Success/KPIs	How will we know if we are successful?
	Key Considerations / Risks	What are some of the considerations we need to be aware of and potentially mitigate? Key dependencies?

Draft Charters [For Discussion]

Cross-Committee Governance & Team Norms

Beth Israel Lahey Health

Governance

Proposals will be brought to the Executive Committee for decision-making with the decisions being shared with the Integration Committee.

Team Norms

- Demonstrate mutual respect for and curiosity about each other, creating a culture of discovery and ensuring psychological safety
- Have trust in our team members' leadership and empower our workgroup/project leaders to do the work
- Pursue excellence - but not at the expense of efficiency and nimbleness
- Participate "on camera" during video meetings and be fully present
- To the extent possible, send materials in advance to allow for pre-meeting preparation

Draft Charters [For Discussion]

Executive Oversight Committee

Beth Israel Lahey Health

Goal/Objective	The Executive Committee has oversight responsibility for the successful integration of Exeter into BILH. This group will provide strategic direction to integration planning, approve recommendations brought forth by the workgroups and Integration Committee, and help teams overcome roadblocks.
Membership, Stakeholders, & Resources	***BILH Membership*** ▪ Peter Shorett ▪ Kristen Lepore ▪ Michael Rowan ▪ ▪ Mark Johnson ***Exeter Membership*** ▪ Kevin Callahan ▪ Allison Casassa ▪ Deb Cresta ▪ Neil Meehan, DO ***Roles** (Organized by Responsible, Accountable, Consulted, Informed)* ▪ Responsible: Committee co-leaders, Kelly, Jon ▪ Accountable: Executive Committee members ▪ Consulted: Workgroup leaders, initiative leaders, Legal (as needed) ▪ Informed: BILH and Exeter management, workgroup participants ***Resources:*** ▪ The Executive Committee will include BILH and Exeter's executive teams, with the BILH IMO and SP&BD team providing key support
Milestones, Risks, & Success Measures	***Milestones*** ▪ Pre-close integration planning kicked off in Nov. 2022 and will continue until the Member Substitution is effectuated. ▪ Post-close integration will kick off immediately upon Exeter becoming a first-tier entity of BILH. The duration of integration implementation efforts is TBD. ▪ Major milestones include: – Launch workgroups (Jan 2023) – Approve synergy roadmap (Spring 2023) – Approve post-close Year 1 synergy target (Spring 2023) – Close (TBD) ***Metrics of success/KPIs*** ▪ Milestones as outlined in the Definitive Agreement and synergy roadmap ▪ Meeting of fiscal year synergy targets ▪ ***Key considerations / risks*** ▪ Timing of regulatory approval ▪ Organizational capacity for change ▪ Managing multiple demands for Exeter leaders' time and effort ▪ Some BILH departments in early stage of systemization ▪ Broader industry workforce disruption and operational challenges

Draft Charters [For Discussion]

Integration Committee

Beth Israel Lahey Health

Goal/Objective	The Integration Committee will establish expectations, guide progress on, and ensure achievement of target goals and timelines for integration planning and potential integration of Exeter into BILH.		
Membership, Stakeholders, & Resources	***BILH Membership*** ▪ See next slide	***Exeter Membership*** ▪ See next slide	***Roles** (Organized by Responsible, Accountable, Consulted, Informed)* ▪ Responsible: Committee co-leaders, Jon, Julianne ▪ Accountable: Integration Committee members ▪ Consulted: Workgroup leaders, initiative leaders, Legal (as needed) ▪ Informed: Workgroup participants ***Resources:*** ▪ The Executive Committee will include BILH and Exeter's leaders, with the BILH IMO and SP&BD team providing key support
Milestones, Risks, & Success Measures	***Milestones*** ▪ Pre-close integration planning kicked off in Nov. 2022 and will continue until the Member Substitution is effectuated. ▪ Post-close integration will kick off immediately upon Exeter becoming a first-tier entity of BILH. The duration of integration implementation efforts is TBD. ▪ Major milestones include: – Launch workgroups (Jan 2023) – Review proposed synergy roadmap (Spring 2023) – Review post-close Year 1 synergy target (Spring 2023) – Close (TBD)		***Metrics of success/KPIs*** ▪ Milestones as outlined in the Definitive Agreement and synergy roadmap ▪ Meeting of fiscal year synergy targets ▪ ***Key considerations / risks*** ▪ Timing of regulatory approval ▪ Organizational capacity for change ▪ Managing multiple demands for Exeter leaders' time and effort ▪ Some BILH departments in early stage of systemization ▪ Broader industry workforce disruption and operational challenges ▪ Impact of timing of Workday implementation ▪ Constraints on data availability - i.e., will need to estimate/triangulate

Draft Charters [For Discussion]
Integration Committee Membership

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Exeter Membership

- **Deb Cresta, Chief Operating Officer [Co-Chair]**
- Kevin Callahan, President & Chief Executive Officer
- Allison Casassa, Chief Financial Officer & Senior VP
- David Briden, Chief Information Officer
- Nicole Desjarlais Paulick, Information Services Director
- MaryBeth Jermyn, VP Support Services
- Melanie Lanier, DO, President Core Physicians, LLC
- Shannon Levesque, VP Human Resources
- Neil Meehan, DO, Chief Physician Executive
- Sean O'Neil, VP Digital Health & Ambulatory Services
- David Spielman, Associate General Counsel/VP Corp. Integrity & Compliance
- Mark Whitney, VP Strategy, Community Relations & Advancement

BILH Membership

- **Kelly Dougherty, VP Integration [Co-Chair]**
- Peter Shorett, EVP Chief Strategy Officer
- Cindy Rios, Interim Chief Financial Officer
- Kristen Lepore, EVP Chief Administrative Officer
- Michael Rowan, EVP Hospital & Ambulatory Services
-
-
- Kerry Brown, Chief of Staff
- Marian Dezelan, Chief Marketing & Communications Officer
- Sue Harris, Chief Human Resource Officer
- Jamie Katz, General Counsel
- Manu Tandon, Chief Information Officer
- Mark Johnson, SVP Financial Operations
- Nnamdi Alozie, VP Strategy

Committee supported by the Integration Management Office

Draft Charters [For Discussion]

Clinical Continuity & Growth

Beth Israel Lahey Health

Goal/Objective	The CC&G team is responsible for analyzing, synthesizing, and developing clinical affiliation and growth plans as defined in the Definitive Agreement. The goal of CC&G is to ensure continuity of care that Exeter provides in the near term and chart a path to our shared vision of establishing Exeter as BILH's destination center in New Hampshire.

Membership, Stakeholders, & Resources

BILH Membership

- **Peter Shorett [co-chair]**
- Nnamdi Alozie
- Susan Moffat-Bruce, MD
- Tim Liesching, MD
- Alexa Kimball, MD
- David Chiu, MD
- Betsy Johnson, MD
- Chief Clinical Officer

Exeter Membership

- **Melanie Lanier, DO [co-chair]**
- Sandy Cassetta
- Lori Hennelly
- Rick Hollister, MD
- Donna McKinney
- Neil Meehan, DO
- Sean O'Neil
- Mark Whitney

***Roles** (Organized by **Responsible, Accountable, Consulted, Informed**)*

- Responsible: Committee co-leaders, Strategy & Strategic Initiatives teams
- Accountable: Clinical Continuity & Growth Committee members
- Consulted: Initiative team and clinical department leaders, Legal
- Informed: Initiative team participants

Resources:

- Staffed by internal resources from the BILH Strategy and Strategic Initiatives teams

Milestones, Risks, & Success Measures

Milestones

- Pre-close integration planning kicked off in Nov. 2022 and will continue until the Member Substitution is effectuated.
- Post-close integration will kick off immediately upon Exeter becoming a first-tier entity of BILH. The duration of integration implementation efforts is TBD.
- Major milestones include:
  - Launch initiative teams (Dec/Jan 2023)
  - Develop a Clinical Affiliation Plan (Apr 2023)
  - Develop a Clinical Services Growth Plan (Oct 2023)
  - Close (TBD)

Metrics of success/KPIs

- Milestones as outlined in the Definitive Agreement
- Milestones in project/initiative workplans (e.g., key analyses complete)
-

Key considerations / risks

- Timing of regulatory approval
- Organizational capacity for change
- Managing multiple demands for Exeter leaders' time and effort
- BILH clinical departments are at varying stages of systemization
- Broader industry workforce disruption and operational challenges
- Constraints on data availability - i.e., will need to estimate/triangulate

Draft Charters [For Discussion]

System Services Integration

Beth Israel Lahey Health

Goal/Objective	The SSI team is responsible for driving the identification and implementation of high-priority initiatives across core functional areas, including Finance, Supply Chain, IT and HR. The goal of SSI is to enable Exeter to take advantage of the efficiencies and specialization of BILH's scale.		
Membership, Stakeholders, & Resources	***BILH Membership*** ▪ **Mark Johnson [co-chair]** ▪ Kristen Lepore ▪ Kelly Dougherty ▪ Sue Harris ▪ Amy Miller ▪ Jeannette Blackler ▪ Les Grant ▪ Marian Dezelan	***Exeter Membership*** ▪ **Allison Casassa [co-chair]** ▪ David Briden ▪ Sandy Cassetta ▪ Deb Cresta ▪ Nicole D. Paulick ▪ Shannon Levesque ▪ MaryBeth Jermyn ▪ Mark Whitney ▪ Kelly Gingras	***Roles** (Organized by Responsible, Accountable, Consulted, Informed)* ▪ Responsible: Committee co-leaders, IMO ▪ Accountable: System Services Integration Committee members ▪ Consulted: Initiative team and administrative department leaders, Legal ▪ Informed: Initiative team participants ***Resources:*** ▪ Identify and propose integration planning-related expenses to the Executive Committee (e.g., consultants to perform black box analyses).
Milestones, Risks, & Success Measures	***Milestones*** ▪ Pre-close integration planning kicked off in Nov. 2022 and will continue until the Member Substitution is effectuated. ▪ Post-close integration will kick off immediately upon Exeter becoming a first-tier entity of BILH. The duration of integration implementation efforts is TBD. ▪ Major milestones include: – Launch initiative teams (Jan 2023) – Draft synergy roadmap (Spring 2023) – Draft post-close Year 1 synergy target (Spring 2023) – Close (TBD)		***Metrics of success/KPIs*** ▪ Milestones as outlined in the Definitive Agreement and synergy roadmap ▪ Fiscal year synergy targets ▪ Milestones in project/initiative workplans (e.g., key analyses complete) ▪ [illegible] ***Key considerations / risks*** ▪ Timing of regulatory approval ▪ Organizational capacity for change ▪ Managing multiple demands for Exeter leaders' time and effort ▪ Some BILH departments in early stage of systemization ▪ Broader industry workforce disruption and operational challenges ▪ Impact of timing of Workday implementation ▪ Constraints on data availability - i.e., will need to estimate/triangulate

Draft Charters [For Discussion]

Capital & Facility Planning

Beth Israel Lahey Health

Goal/Objective	The C&FP team is responsible for driving the development of a Master Facility Plan for Exeter Health Resources that is consistent with our shared vision of establishing Exeter as BILH's destination center in NH, Exeter's bed recapitalization needs, and BILH's key capital commitments.		
Membership, Stakeholders, & Resources	***BILH Membership*** ▪ **Kristen Lepore [co-chair]** ▪ Kelly Dougherty ▪ Mark Johnson	***Exeter Membership*** ▪ **MaryBeth Jermyn [co-chair]** ▪ Allison Casassa ▪ Lori Hennelly ▪ Donna McKinney ▪ Sean O'Neil	***Roles (Organized by Responsible, Accountable, Consulted, Informed)*** ▪ Responsible: Committee co-leaders, Exeter Facilities Team, Third-Party Consultant, IMO ▪ Accountable: C&FP Committee members ▪ Consulted: Clinical Continuity and Growth Committee, Legal ▪ Informed: Initiative team participants ***Resources:*** ▪ Identify expenses related to effort and make proposals to the Executive Committee (e.g., consultants to perform black box analyses)
Milestones, Risks, & Success Measures	***Milestones*** ▪ Pre-close integration planning kicked off in Nov. 2022 and will continue until the Member Substitution is effectuated ▪ Post-close integration will kick off immediately upon Exeter becoming a first-tier entity of BILH. The duration of integration implementation efforts is TBD ▪ Major milestones include: – Clarify appropriate role of BILH pre-close (Dec 2022) – Identify major inputs to MFP and timeline/process for informing (Dec 2022 / Jan 2023) – Kick off work of third-party consultant (Jan/Feb 2023) – Close (TBD) – Complete draft MFP (Spring 2023?) and final MFP (TBD)		***Metrics of success/KPIs*** ▪ Milestones as outlined in the Definitive Agreement and synergy roadmap ▪ Fiscal year synergy targets ▪ Milestones in project/initiative workplans (e.g., key analyses completed) ***Key considerations / risks*** ▪ Timing of regulatory approval ▪ Organizational capacity for change ▪ Managing multiple demands for Exeter leaders' time and effort ▪ Broader industry workforce disruption and operational challenges ▪ Constraints on data availability - i.e., will need to estimate/triangulate ▪ Balance of urgency for MFP completion and inclusion of key inputs, including the Clinical Growth plan

Change Acceleration [For Discussion]

Proposed Framework

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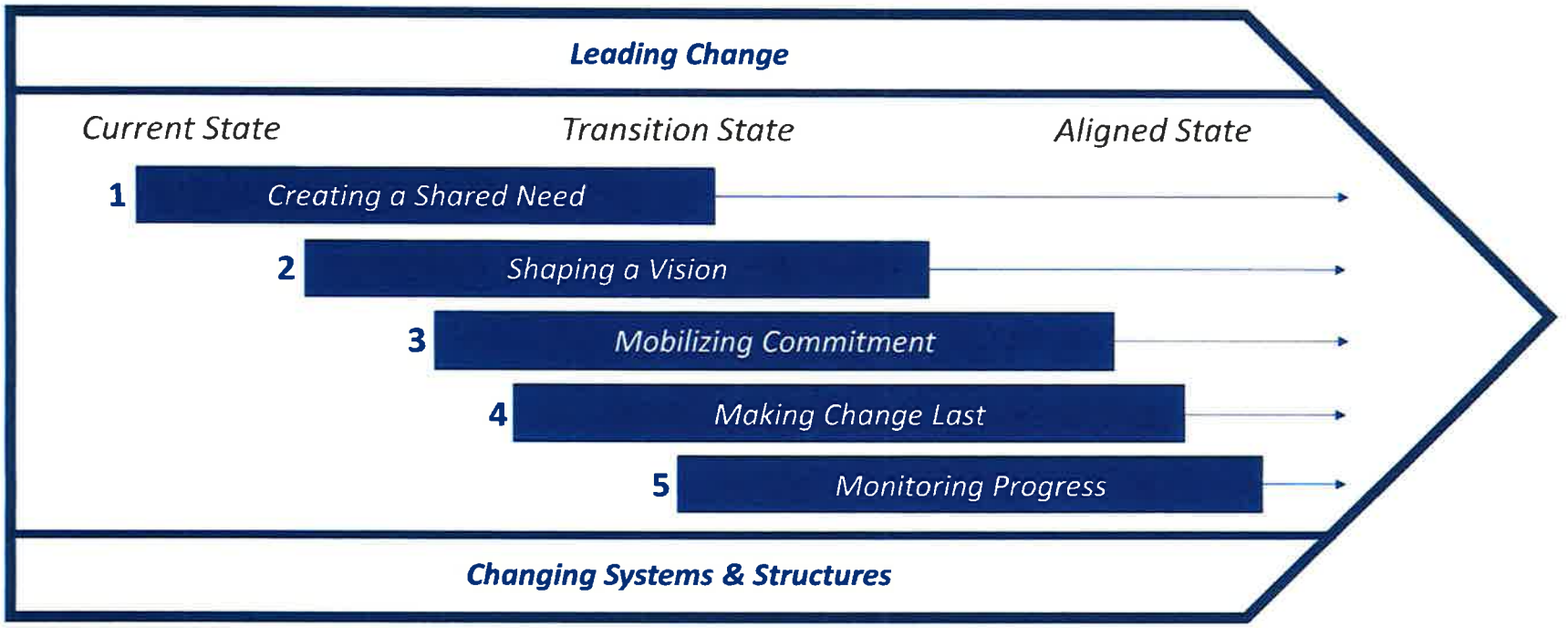

Change Acceleration [For Discussion]

Description of Change Process & Key Next Steps

Beth Israel Lahey Health

Leading Change

Have a champion who sponsors the change, providing the time, passion, and organization focus

	1. Creating a Shared Need	2. Shaping a Vision	3. Mobilizing Commitment	4. Making Change Last	5. Monitoring Progress
Description	The reason to change (whether by threat or opportunity), is instilled within the organization. The need for change must exceed its resistance	The desired outcome of change is clear, legitimate, widely understood, and shared. This is both a strategic and cultural vision	Key stakeholders are identified, resistance is analyzed, and actions are taken to gain strong commitment to invest in the change and make it work	Learnings are transferred throughout the organization. There is consistent, visible, and tangible reinforcement of change	Benchmarks are set and realized. Indicators are established to guarantee accountability
Next Steps	*Agree and build out "need for change" content that can be shared widely within Exeter and BILH pre-close*	*Workshop the desired, long-range cultural vision, aligned with the shared strategic vision*	*Identify key change leaders, share change messages/ content, and build a process to flag resistance*	N/A	N/A

Resourcing to be determined

High-Level Next Steps

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1. **Kick-off Integration Committee and Project/Department Teams**
   [*See Slide 19 for Details*]

2. **Define Change Vision and Messages to Align Both Organizations**

3. **Build Peer Connections and Relationships across Both Organizations**

Work Group Next Steps

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For discussion – process for defining initiative charters		
Week Of	**Activity**	**Comments**
November 14th	BILH Internal Kickoff (11/17) IMO and Strategy to send background materials to BILH initiative leaders, where available	Exeter internal kickoff is 11/28 Try to minimize/eliminate "new" data requests to Exeter as much as possible
November 21st – December 5th	IMO and Strategy to meet with BILH initiative leaders to provide additional, initiative-specific context and discuss key project details, including: - Workgroup participants - Major milestones with early draft timeline - Major dependencies / considerations	IMO to collaborate with initiative leaders to create draft charters for workgroups
December 5th	IMO and Strategy to create **draft** master schedule of milestones and resource needs	This will be a living document that we'll regularly update
December 12th	Integration Committee to review: - Draft master schedule to provide input on effort prioritization and sequencing - Draft workgroup charters to ensure appropriate focus, membership, deliverables IMO and Strategy to bring feedback to BILH internal leaders	
December 19th	BILH initiative leaders to finalize workgroup membership and initiate scheduling of kickoff meetings for early January	Initiative leaders to update charters for review with Exeter team members
Early January	In-person event for BILH and Exeter initiative leaders Workgroup kickoffs	At Exeter – Perhaps include a tour?
Mid/Late January	Workgroups to finalize charters and project workplan	Workgroups to share updated milestones and timeline with IMO which will update master schedule

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Appendix

Detailed Antitrust Guidelines

Antitrust Guidelines [1 of 4]

Key Principles

- The Parties ***may*** engage in thorough integration planning, both unilaterally and cooperatively, with minimal legal risk, so long as certain basic guidelines are followed.
- The Parties ***may not*** coordinate their ongoing business activities — especially customer opportunities or partner agreements related to competing services — and must control the exchange of competitively sensitive information until their transaction closes.

Antitrust Guidelines [2 of 4]

Beth Israel Lahey Health

Specific Pre-Closing "Do's and Don'ts"

- The Parties may take steps to prepare for, and can jointly plan for, the consolidation, including plans for approaching health insurers and other payers and announcing the transaction, but integration plans should not be ***implemented*** until after closing.
- The Parties may not hold themselves out as a combined business until closing. The Parties should not coordinate bidding, negotiations, investment in R&D, marketing activities, or establish joint development teams, or co-mingle personnel prior to closing. Buyer may not tell Seller how to price its services, determine billing rates, what partnership fees to agree to, or what health insurers or other payers to contract with, and cannot have approval rights over Seller's new payer contracts or employee hires and terminations (except, with regard to employee hires and terminations, outside the ordinary course and as specifically provided for in the affiliation agreement).
- One Party may prohibit the other from taking actions outside of the ordinary course of business prior to closing pursuant to an executed affiliation agreement. However, Buyer should not limit Seller's participation in ordinary course of business opportunities.
- Discussions at planning meetings should remain focused on how the companies will be integrated post-closing rather than either company's ongoing day-to-day operations.
- Buyer employees should not attend internal Seller ordinary course meetings. For example, it is appropriate for Buyer to discuss with Seller how often meetings are held, who typically attends, and what topics are covered. However, Buyer employees should not actually attend these meetings pre-closing, outside of meetings specifically held to discuss the transaction and vision for the post-closing company.
- The Parties must be careful when sharing competitively sensitive information in due diligence and when discussing integration planning. ***Competitively sensitive information (1) should be used for no purpose other than evaluating the deal and planning for post-closing integration, (2) should only be shared where there is a self-evident, deal-related reason for doing so, and (3) should only be reviewed by a limited group of people who are part of the relevant integration planning team.*** Information that is extremely competitively sensitive (e.g., payor contracts, expansion plans, compensation data) should either not be shared at all or only shared pursuant to the Clean Team Agreement. Each party should consult with its antitrust counsel as frequently as needed.
- What information is deemed "competitively sensitive" varies by industry and by deal. One litmus test is how concerned business people would be about sharing such information with a competitor other than its deal partner.

Antitrust Guidelines [3 of 4]

Beth Israel Lahey Health

The Following Information Is Usually Deemed "Competitively Sensitive" When Relating to Areas of Competition between the Parties, Warranting Special Caution

- Information about pending or future bid/RFPs or ongoing or future payor, service provider, physicians or physician groups, and other healthcare providers negotiations;
- Payor contract terms (but, providing form contracts and contracts with rates, prices, discounts, and other competitively-sensitive terms redacted is generally permissible);
- Current or future non-public business plans, expansion plans, or rate-setting strategies or policies, or quality metrics or strategies;
- Detailed information about ongoing service line expansion efforts (unless such plans have already been disclosed to the public);
- Detailed cost or margin information (but, providing aggregated, historical cost information is permissible);
- Salary and compensation data for individual employees other than top executives;
- Peer review information concerning the quality or performance of physicians and other practitioners; and
- Other potential transactions if not public.

Antitrust Guidelines [4 of 4]

Beth Israel Lahey Health

The Following Information Can Generally Be Shared with Little Legal Risk

- Balance sheets, income statements, and tax returns;
- Current and projected revenues, costs, and profits by broad service categories or practice group;
- Lists and descriptions of current services, facilities, operations, real estate and leases, and general business activities;
- Information regarding IT and data processing systems (i.e., back-end operations);
- Customer, supplier, partner, or provider lists;
- General information regarding existing joint ventures or similar relationships with third parties (with due regard for confidentiality obligations to third parties);
- Human resources information, including benefits programs, organizational charts, and aggregated salary/compensation data;
- Information regarding pending legal claims against the company (with due regard for the attorney-client privilege);
- Information regarding environmental risks; and
- Information in the public domain or of a type regularly disclosed to third parties such as stock analysts.

Project Structure, Membership, & Timeline
Executive Oversight Committee Membership

Beth Israel Lahey Health

The Executive Oversight Committee willprovide strategic direction, approve recommendations, and resolve major issues

Exeter Membership (Co-Chair TBD)

- Kevin Callahan, Chief Executive Officer
- AllisonCasassaChief FinancialOfficer
- Deb Cresta, Chief Operating Officer
- Neil Meehan MD, ChiePhysicianExecutive

BILH Membership (Co-Chair TBD)

- Peter Shorett, EVP Chief Strategy Officer
- John Kerndl, EVP Chief Financial Officer
- Kristen Lepore, EVP Chief Administrative Officer
- Michael Rowan, EVP Hospital & AmbulatoryServices

Members of the Executive Oversight Committee will also be included in the Integration Committee (see next slide) to ensure strategic alignment and consistency

Project Structure, Membership, & Timeline
Integration Committee Membership

Beth Israel Lahey Health

The Integration Committee will establish expectations, guide progress on, and ensure achievement of target goals and timelines.

Exeter Membership (Co-Chair TBD)

- Kevin Callahan, Chief Executive Officer
- AllisonCasassaChief FinancialOfficer
- Deb Cresta, Chief Operating Officer
- Neil Meehan MD, ChiePhysicianExecutive
- MelanieLanier, CorePhysician?resident
- Connie Sprauer, General Counsel
- Mark Whitney, VPStrategy, Community Relation& Adv.
- David Spielman, Associate General Counsel/VP, Corporate Integrity and Compliance
- <Other members TBD, such as VP of Ambulatory and VP of Support Services>

BILH Membership (Co-Chair TBD)

- Peter Shorett, EVP Chief Strategy Officer
- John Kerndl, EVP Chief Financial Officer
- Kristen Lepore, EVP Chief Administrative Officer
- Michael Rowan, EVP Hospital & Ambulatory Services
- Kerry Brown, Chief of Staff
- MarianDezelan, Chief Marketing &Comms. Officer
- Sue Harris, Chief Human Resource Officer
- Jamie Katz, General Counsel
- ManuTandon, Chief Information Officer
- <Chief Clinical Officer>

Committee staffed by Integration Management OfficeStrategic Planning & Business Developament, and additional resources (TBD)

Exeter Health Resources and Beth Israel Lahey Health

DRAFT
Integration Planning Approach

October 11, 2022

Beth Israel Lahey Health

Legal Disclaimer: Pre-Close Considerations

Beth Israel Lahey Health

The purpose of integration discussions in the pre-close period is to plan for Exeter's future state within BILH in a post-close environment following regulatory approvals. The Parties will not be making concrete joint operational plans or undertaking coordinated action during the pre-close period. The Parties may exchange relevant information regarding any and all policies and practices during this period consistent with such constraints.

Please see appendix for more detailed anti-trust guidelines

Contents

Beth Israel Lahey Health

Integration & Prioritization Framework

Proposed Guiding Principles

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1. Our leaders will be involved, focused, and accountable
2. We will define and agree on key goals and measures of success from the start
3. We will communicate clearly, transparently, and continuously with key stakeholders
4. We will develop a rigorous and disciplined process for everything we do
5. We will monitor and report on progress against goals that reflect our vision
6. We will have clear work plans for each major initiative that outline key steps, interdependencies, accountabilities, and timelines
7. We will keep in mind that we are learning – we are building the plane while flying it. BILH is taking important steps toward overall integration (e.g., Epic, Workday) while coming together with Exeter

Integration & Prioritization Framework

Establishing Exeter as the Destination Center in New Hampshire

Beth Israel Lahey Health

We envision a partnership that builds on our shared commitment to community-focused, value-based care to establish Exeter as BILH's destination center in New Hampshire

Today		**Tomorrow**
Preserve & Reinforce Exeter's Strong Foundation		***Establish Exeter as BILH's Destination Center in NH***
○ Access to care for existing BILH and Exeter patients closer to where they live and work	***Community-focused care***	Actively pursue regional growth to extend Exeter's geographic reach and leadership in NH ○
○ Engage and strengthen Exeter's provider workforce and ensure continuity of services	***Next-level clinical capabilities***	Advance Exeter's leading destination programs in partnership with BIDMC and Lahey ○
○ Extend BILH's infrastructure to support Exeter in managing value-based care	***Next-generation value-based care***	Locally deliver and manage the full continuum of physical and behavioral health ○
○ Design and implement a comprehensive integration plan that preserves Exeter's culture	***Collaborative integration & change***	Build economies of scale, leading capabilities, and an enhanced Exeter-BILH culture ○
○ Intertwine succession planning and leadership investment with integration	***Leadership & governance evolution***	Together, align and evolve governance structures, roles, and responsibilities ○

Integration & Prioritization Framework
A Step-Wise, Multi-Year Process

Beth Israel Lahey Health

Realizing this vision is a step-wise, multi-year process that benefits from prioritizing clinical continuity, financial sustainability, and foundational infrastructure that enable medium-term investments and our shared vision

Today → **Tomorrow**

Preserve & Reinforce Exeter's Strong Foundation → ***Establish Exeter as BILH's Destination Center in NH***

Achieve Regional Growth & Lead Care Transformation in NH
This stage prioritizes investments based on our clinical growth plan

Enhance the Depth and Breadth of Exeter's Clinical and Operational Capabilities (e.g., Value-Based Care)
This stage prioritizes capabilities that enable regional expansion and build upon foundational infrastructure

Preserve & Reinforce Exeter's Strong Clinical, Operational, and Financial Foundation
This stage prioritizes contractual commitments to act, "first 100 day" foundational activities, continuity of care, and 5-year ROI (or the cost of inaction)

Integration & Prioritization Framework

Translating Our Integration Framework into Prioritization Criteria

Beth Israel Lahey Health

Alignment with Vision	Prioritization Criteria	Purpose
Preserve & Reinforce Exeter's Strong Foundation	***Contractual Commitments to Act***	Capture commitments to act with specific timeframes in the Definitive Agreement or other documents
	"First 100 Days" Foundational Activities	Ensure business continuity, prepare/develop leaders for integration, and initiate a mindful change management campaign
	Continuity of Care Delivery & Med Staff	Support the continuity and stability of Exeter's clinical services, focusing on clinical affiliations and medical staff
	5-Year ROI [or Risk/Cost of Inaction]	Build rapid economies of scale and enhanced infrastructure in pursuit of a strong, sustainable financial foundation
Establish Exeter as BILH's Destination Center in NH	***Regional Growth & Expansion***	Expand Exeter's regional primary care and ambulatory network, while enhancing the depth and breadth of services
	Aligned with BILH Clinical Priorities	Position Exeter as the anchor of the BILH system for the New Hampshire region with a focus on high-priority destination programs
Speed to Value	***Timing and Resource Requirements***	Account for the timeframe and investment required to realize value based on lessons learned from previous BILH integrations

Integration & Prioritization Framework

Our Criteria Identified 11 High-Priority Initiatives

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Alignment with Vision	Prioritization Criteria
Preserve & Reinforce Exeter's Strong Foundation	***Contractual Commitments to Act***
	"First 100 Days" Foundational Activities
	Continuity of Care Delivery & Med Staff
	5-Year ROI [or Risk/Cost of Inaction]
Establish Exeter as BILH's Destination Center in NH	***Regional Growth & Expansion***
	Aligned with BILH Clinical Priorities
Speed to Value	***Timing and Resource Requirements***

11 High-Priority Initiatives [Out of 50+ Initiatives]

- Clinical Affiliation Plan (including access to tertiary and quaternary services)
- Clinical Services Growth Plan (including ambulatory investments and medical staff recruiting/development)
- Bed Recapitalization Plan
- Epic Implementation
- Workday Implementation
- System Services – Pharmacy Expansion
- System Services – HR, Employee Matters, & Benefits
- System Services – Supply Chain
- System Services – Finance, Revenue, & Revenue Cycle
- System Services – IT
- Debt Consolidation under a Single Obligated Group

Project Structure, Membership, & Timeline

Working Groups Will Report through a Well-Established Structure

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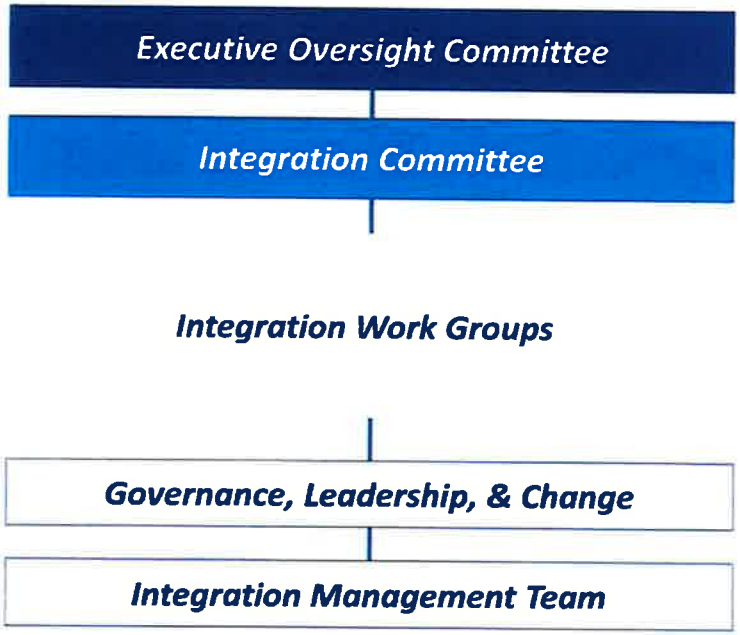
Project Structure



Roles and Responsibilities

	Role	*Cadence*
Executive Oversight Committee	Align on strategic direction, approve recommendations, and resolve major issues	Once every 2 to 4 weeks
Integration Committee	Establish expectations, guide progress, and ensure achievement of goals	Once every 2 to 4 weeks
Integration Work Groups	Progress initiatives, build collaborative relationships, and escalate risks/issues	Once a week
Governance, Leadership, & Change	Align governance, support leadership development, and lead change management	Once a week
Integration Management Team	Support workgroups, coordinate interdependencies, and track progress	Dedicated support

Project Structure, Membership, & Timeline

Executive Oversight Committee Membership

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The Executive Oversight Committee will provide strategic direction, approve recommendations, and resolve major issues

Exeter Membership (Co-Chair TBD)

- Kevin Callahan, Chief Executive Officer
- Allison Casassa, Chief Financial Officer
- Deb Cresta, Chief Operating Officer
- Neil Meehan MD, Chief Physician Executive

BILH Membership (Co-Chair TBD)

- Peter Shorett, EVP Chief Strategy Officer
- John Kerndl, EVP Chief Financial Officer
- Kristen Lepore, EVP Chief Administrative Officer
- Michael Rowan, EVP Hospital & Ambulatory Services

Members of the Executive Oversight Committee will also be included in the Integration Committee (see next slide) to ensure strategic alignment and consistency

Project Structure, Membership, & Timeline

Integration Committee Membership

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The Integration Committee will establish expectations, guide progress on, and ensure achievement of target goals and timelines.

Exeter Membership (Co-Chair TBD)

- Kevin Callahan, Chief Executive Officer
- Allison Casassa, Chief Financial Officer
- Deb Cresta, Chief Operating Officer
- Neil Meehan MD, Chief Physician Executive
- Melanie Lanier, Core Physicians President
- Connie Sprauer, General Counsel
- Mark Whitney, VP Strategy, Community Relations & Adv.
- David Spielman, Associate General Counsel/VP, Corporate Integrity and Compliance
- <Other members TBD, such as VP of Ambulatory and VP of Support Services>

BILH Membership (Co-Chair TBD)

- Peter Shorett, EVP Chief Strategy Officer
- John Kerndl, EVP Chief Financial Officer
- Kristen Lepore, EVP Chief Administrative Officer
- Michael Rowan, EVP Hospital & Ambulatory Services
- Kerry Brown, Chief of Staff
- Marian Dezelan, Chief Marketing & Comms. Officer
- Sue Harris, Chief Human Resource Officer
- Jamie Katz, General Counsel
- Manu Tandon, Chief Information Officer
- <Chief Clinical Officer>

Committee staffed by Integration Management Office, Strategic Planning & Business Development, and additional resources (TBD)

Project Structure, Membership, & Timeline

Four Working Groups Would Manage the 11 Priority Initiatives

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Clinical Continuity & Growth

1

- Clinical affiliation plan, including access to tertiary/quaternary services
- Clinical services growth plan, including ambulatory investments, medical staff recruitment/ development and behavioral health
- Pharmacy expansion

System Services Integration

2

- HR, employee matter, & benefits harmonization
- Finance, revenue, & revenue cycle, including debt consolidation
- IT services and support
- Supply chain & group purchasing
- Enhanced understanding of local operations

Capital & Infrastructure Planning

3

- Bed recapitalization project
- Other facility capital investments
- Epic implementation
- Workday implementation
- 5-year capital plan

4 Governance, Leadership, & Change Readiness

Project Structure, Membership, & Timeline

Forming a 2-Year Integration Roadmap

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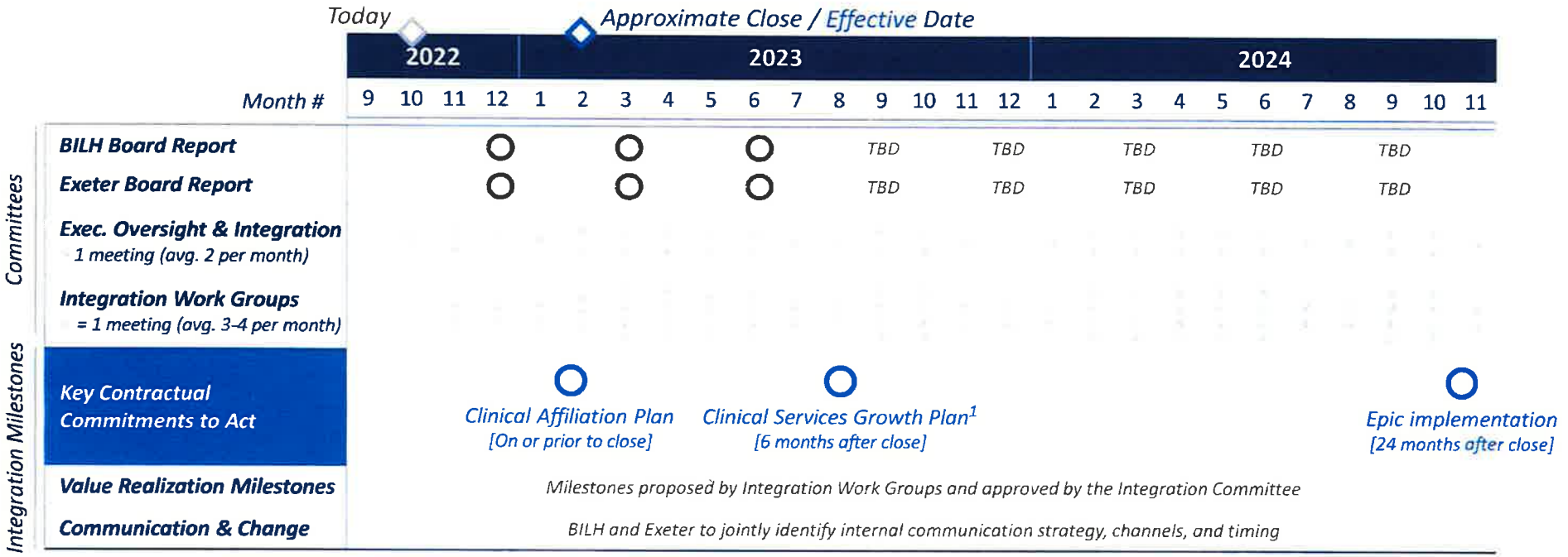
Stand-up of the Integration Work Groups are required to fully build out an integration roadmap; however, we can begin planning for key contractual commitments and committee meeting cadence



1. Including medical staff recruiting and development, which must also be completed within 6 months after closing

Project Structure, Membership, & Timeline

Establishing A Value Realization Roadmap: Process

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A Process to Jointly Build Value Realization Targets

1. Connect BILH Finance, Integration, and Strategy department leaders with Exeter counterparts to begin sizing in the near term
2. BILH team to compare initial value estimates with previous integration targets and socialize refinements as needed
3. BILH and Exeter department leaders to jointly present value targets to senior leadership for review, refinement, and approval

Framework to Track Value Realization Targets

ILLUSTRATIVE

Note: Epic and Workday implementation are not included in targets since these projects are infrastructure investments with significant indirect benefits

1. Including access to tertiary and quaternary services; 2. Including medical staff recruiting and development; 3. Including debt consolidation under a single obligated group

Next Steps

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1. **Identify and Onboard Resources to Support Exeter Integration**
2. **Kick-off the Executive Oversight and Integration Committees**
3. **Identify Exeter and BILH Co-Chairs for Each Committee and Build Charters**

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Appendix

Working Group Templates

Project Structure, Membership, & Timeline

Clinical Continuity & Growth – Membership & Charter

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Overview

Targets	Charter
TBD	TBD

Working Group

Membership

▪ Team member	▪ Team member	▪ Team member
▪ Team member	▪ Team member	▪ Team member
▪ Team member	▪ Team member	▪ Team member
▪ Team member	▪ Team member	▪ Team member

Project Plan

Key Milestones & Deliverables	Key Interdependencies
▪ TBD	▪ TBD
▪ TBD	▪ TBD
▪ TBD	▪ TBD

Project Structure, Membership, & Timeline

System Services Integration – Membership & Charter

Beth Israel Lahey Health

Overview

Targets	Charter
TBD	TBD

Working Group

Membership

▪ Team member	▪ Team member	▪ Team member
▪ Team member	▪ Team member	▪ Team member
▪ Team member	▪ Team member	▪ Team member
▪ Team member	▪ Team member	▪ Team member

Project Plan

Key Milestones & Deliverables	Key Interdependencies
▪ TBD	▪ TBD
▪ TBD	▪ TBD
▪ TBD	▪ TBD

Project Structure, Membership, & Timeline

Capital & Infrastructure Planning – Membership & Charter

Beth Israel Lahey Health

Overview

Targets	Charter
TBD	TBD

Working Group

Membership

- Team member
- Team member
- Team member
- Team member
- Team member
- Team member
- Team member
- Team member
- Team member
- Team member
- Team member
- Team member

Project Plan

Key Milestones & Deliverables	Key Interdependencies
TBD	TBD
TBD	TBD
TBD	TBD

Project Structure, Membership, & Timeline

Governance, Leadership, & Change – Membership & Charter

Beth Israel Lahey Health

Overview

Targets	Charter
TBD	TBD

Working Group

Membership

▪ Team member	▪ Team member	▪ Team member
▪ Team member	▪ Team member	▪ Team member
▪ Team member	▪ Team member	▪ Team member
▪ Team member	▪ Team member	▪ Team member

Project Plan

Key Milestones & Deliverables	Key Interdependencies
▪ TBD	▪ TBD
▪ TBD	▪ TBD
▪ TBD	▪ TBD

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Appendix

Initial Inventory of Integration Initiatives

Initial Inventory of Integration Initiatives [1 of 3]

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Initiative Category	Integration Initiatives	Affiliation Agreement Section
5 Year Capital Plan	Bed Recapitalization Plan	3.1
	IT Plan	3.1
	Additional $50M investment	3.1
IT Plan	Epic	10.1
	Workday	10.1
	Other IT investments	10.1
Finance	Debt/Obligated Group	3.2
	Investments	3.2
Governance	Local Board & System Board connectivity/roles and responsibilities	9.1
Management Structure	Alignment with BILH structure and operating model	9.2
HR/ Employee Matters	Benefit harmonization	9.3
System Shared Services	Finance	10.3
	HR	10.3
	Supply Chain	10.3
	Revenue Operations	10.3
	Marketing, Communications, & Branding	10.3
	Lab	10.3
	Pharmacy	10.3
	Legal	10.3
	Compliance	10.3
	Philanthropy	10.3
	IT	10.3

Initial Inventory of Integration Initiatives [2 of 3]

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Initiative Category	Integration Initiatives	Affiliation Agreement Section
Local Support Services	Physician infrastructure services	10.3
	Local operating efficiencies	10.3
	Population health and value based care	10.3
	Quality, compliance and patient safety	10.3
	Medical management policies and programs (incl. post acute)	10.3
	Technology, data and performance analytics/best practices (incl. Data Connect)	10.3
	Captive insurance and risk management programs	10.3
Clinical Services *System Planning & Coordination*	Clinical Services Growth Planning	10.6
	Clinical Affiliation Plan	10.8
	Access to tertiary and quaternary services	10.6
Clinical Services *Expand depth and Breadth of Services Provided Locally*	Primary Care	10.6
	Cardiology	10.6
	Vascular Surgery	10.6
	General Surgery	10.6
	Gastroenterology	10.6
	Oncology	10.6
	Women's Health	10.6
	Orthopedics	10.6
	Pediatrics	10.6
	Behavioral Health & Substance Use Treatment	10.6
	Ambulatory Site Development, Including Urgent Care	10.6
	Local Quality and Safety	10.6
	Extension of Clinical Trials	10.6
	Extension of Medical Education Programs	10.6

Initial Inventory of Integration Initiatives [3 of 3]

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Initiative Category	Integration Initiatives	Affiliation Agreement Section
Medical Staff	Core Physicians collaborative integration	10.7
	Development efforts through Recruitment Plan	10.7
	Participation in the BILH Quality Forum, development of system-wide quality goals, and clinical leadership meetings and processes consistent with other First-Tier entities	10.7; 10.4
	Extension of resources and support employed physicians	10.7
	Programs and services to independent physicians	10.7