

MINUTES

Annual Meeting of Members and Annual Board of Directors Meeting

June 17, 2026

Scheduled 9:00 a.m. – 10:00 a.m.

Presiding Officer: Dr. Matt Toohey, Chair

The Annual Meeting of Members and the Board of Directors Meeting of the New Hampshire Vaccine Association (NHVA) was held via Zoom Webinar with a quorum present.

Attendance – The following individuals attended the meeting:

Board Members:

Matt Toohey, MD, HPHC, Chair
 Marc Fournier, USNH, Vice Chair
 Morgan Brown, Cigna, Secretary
 Morgan Harris, NHID, Treasurer
 Adriane Burke, NH DHHS
 Marie Doyle, HPHC
 Patricia Edwards, MD, Healthcare Provider
 Edward Moran, Public Member
 Jerry Knirk, MD, Public Member
 Wendy Wright, DNP, Healthcare Provider

Staff & Invited Guests

Patrick Miller, Helms & Company
 Erin Meagher, Helms & Company
 Keith Nix, Helms & Company
 Thomas Matney, Helms & Company
 Victoria Bram, Helms & Company
 Mark McCue, Esq., Hinckley Allen
 Megan Heddy, NH DHHS

Members of the Public:

Alexi Kimura, GSK
 Jennifer Burk, NH School Care Coalition

1. Annual Meeting of the Members

Dr. Toohey called the Annual Meeting of the Members of the NH Vaccine Association to order at 9:03 a.m. He asked if any members of the public were recording the meeting to please indicate so by raising their virtual hand or entering it into the chat feature. No members of the public indicated that they were recording. Dr. Toohey then conducted the Board Member attendance roll call:

	<u>Yes</u>	<u>Excused</u>
<i>Morgan Brown</i>		<i>X (Ms. Brown could hear audio, but not be heard until 9:22 am)</i>
<i>Adriane Burke</i>	X	
<i>Marie Doyle</i>	X	
<i>Patricia Edwards, MD</i>	X	
<i>Marc Fournier</i>	X	
<i>Morgan Harris</i>	X	
<i>Jerry Knirk, MD</i>	X	
<i>Edward Moran</i>	X	
<i>Matt Toohey, MD, MBA</i>	X	
<i>Wendy Wright, DNP</i>	X	

Dr. Toohey invited Mr. Miller to review the proxy voting results. Mr. Miller reviewed the proxy card summary, vote summary, and votes cast: Dr. Toohey with 210,461 votes, Ms. Doyle with 107,301 votes, and Ms. Brown with 42,200 votes. Dr. Toohey asked if there were any questions related to the proxy voting results, and there were none.

VOTE RECORDED: *On a motion by Dr. Toohey, seconded by Ms. Harris, by roll call it was unanimously*
VOTED: *To accept the proxy report as presented and certify the votes for the three assessable entity representatives: Toohey, Brown, and Doyle.*

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
40			
41			<i>X (Ms. Brown could hear audio,</i>
42			<i>but not be heard until 9:22 am)</i>
43		<i>X</i>	
44		<i>X</i>	
45		<i>X</i>	
46			

47 Dr. Toohey asked for a motion to adjourn the Annual Meeting of the Members.

48
49 **VOTE RECORDED:** *On a motion by Ms. Harris, seconded by Dr. Toohey by roll call, it was unanimously*
50 **VOTED:** *To adjourn the Annual Meeting of the Members at 9:11 a.m.*

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
51			
52			<i>X (Ms. Brown could hear audio,</i>
53			<i>but not be heard until 9:22 am)</i>
54			
55		<i>X</i>	
56		<i>X</i>	
57		<i>X</i>	
58			

59 **2. Welcome and Roll Call**

60
61 Dr. Toohey called the Annual Board of Directors meeting of the NH Vaccine Association to order at 9:12 a.m. Dr.
62 Toohey then conducted the Board Member attendance roll call:

	<u>Present</u>	<u>Excused</u>
63		
64		<i>X (Ms. Brown could hear audio, but not be</i>
65		<i>heard until 9:22 am)</i>
66		
67	<i>X</i>	
68	<i>X</i>	
69	<i>X</i>	
70	<i>X</i>	
71	<i>X</i>	
72	<i>X</i>	
73	<i>X</i>	
74	<i>X</i>	
75	<i>X</i>	
76		

77 Dr. Toohey subsequently read the “*Board Chair Statement re: Public Commentary During Meetings.*”

78
79 **3. Annual Board Meeting Items**

80
81 Dr. Toohey reviewed the proposed Board Officer and Audit Committee appointment slates effective August 1, 2026,
82 through July 31, 2027.

83		
84	<u>Board Officers</u>	<u>Audit Committee</u>
85	<i>Matt Toohey, MD, Board Chair</i>	<i>Morgan Harris, Chair</i>
86	<i>Marc Fournier, Vice Chair</i>	<i>Marie Doyle, Vice-Chair</i>
87	<i>Morgan Harris, Board Treasurer</i>	<i>Adriane Burke</i>
88	<i>Morgan Brown, Board Secretary</i>	
89		

90 Dr. Toohey asked if there were any questions or if any Board Member wished to propose any changes to either slate.
91 With no further discussion or questions, Dr. Toohey then asked for a motion.

92
93 **VOTE RECORDED:** *On a motion by Ms. Wright, seconded by Dr. Knirk, by roll call it was*
94 **VOTED:** *To approve the Board Officer Slate and Audit Committee Appointment Slate as*
95 *presented.*

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
97			
98			<i>X (Ms. Brown could hear audio,</i>
99			<i>but not be heard until 9:22 am)</i>
100		X	
101		X	
102		X	
103		X	
104		X	
105		X	
106		X	
107		X	
108		X	

109
110 Mr. Miller advised the group that the *Oath of Office, Conflict of Interest Statement, and Code of Ethics Annual*
111 *Affirmation* for FY2026 would be sent to each Board Member by Ms. Bram. Mr. Miller requested that they be
112 completed, signed, and returned to Ms. Bram by the end of the month.

113
114 **4. Review and Acceptance of March 18, 2026, Board of Directors Meeting Minutes**

115
116 Dr. Toohey asked if any Board Member had comments or updates regarding the March 18, 2026, Board of Directors
117 Meeting minutes. With no further discussion or questions, Dr. Toohey then asked for a motion.

118
119 **VOTE RECORDED:** *On a motion by Mr. Fournier, seconded by Dr. Knirk, by roll call it was unanimously*
120 **VOTED:** *To approve March 18, 2026, Board of Directors meeting minutes as presented.*

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
122			
123			<i>X (Ms. Brown could hear audio,</i>
124			<i>but not be heard until 9:22 am)</i>
125		X	
126		X	
127		X	
128		X	
129		X	
130		X	
131		X	
132		X	
133		X	

134
135 **5. Executive Director's Report**

136
137 Dr. Toohey invited Mr. Miller to provide the Executive Director report. Mr. Miller thanked the Helms staff members
138 who are stepping down from NHVA-related tasks, Ms. Meagher and Mr. Nix, to pursue other Helms projects and to
139 enjoy retirement, respectively. He introduced Mr. Matney as the new financial Controller, and Ms. Bram as the new

140 Administrative Coordinator. Board members offered appreciation and thanks for Ms. Meagher’s and Mr. Nix’s
141 service to NHVA.

142

143 **a. Authorization of June 17, 2026, NH DHHS Payment**

144

145 Mr. Miller stated that the NH Department of Health and Human Services’ (DHHS) requested annual payment amount
146 for FY2026 is \$22,756,655.19, which is \$2,155,213.81 less than the September 17, 2025, forecasted amount of
147 \$24,911,869.00. The annual payment amount includes a deduction of (\$15,149.08) for unspent NHVA funds from
148 prior SFY2025 as well as a refund from GlaxoSmithKline GSK of (\$2,512.90).

149

(A) September 17, 2025, Authorized Estimated SFY2026 Request:	\$24,911,869.00
June 18, 2026 Request:	
(B) NHVA SFY2026 Expenditures as of June 30	\$22,774,317.17
(C-1) GSK Refund Amount-May 2026	(\$2,512.90)
(C-2) Less Unspent NHVA Funds Prior SFY2026	(\$15,149.08)
D) Total SFY2026 Funds Requested (B-C):	\$22,756,655.19
(E) Difference Between Authorized Estimated Request and Actual (A-D)	
	(\$2,155,213.81)

150

151 Mr. Miller stated that any excess funds may be used for future assessment rate stabilization. That will be determined
152 as part of the CY2027 assessment rate setting process that begins in July. With no further discussion or questions,
153 Dr. Toohey then asked for a motion.

154

155 **VOTE RECORDED:** *On a motion by Dr. Toohey, seconded by Ms. Burke, by roll call it was unanimously*
156 **VOTED:** *To authorize a June 17, 2026, payment in the amount of \$22,756,655.19 to the*
157 *State of New Hampshire’s Vaccine Purchase Fund under RSA 141-C:17-a.*

158

	<u>Yes</u>	<u>No</u>
159		
160	<i>Morgan Brown</i>	X
161	<i>Adriane Burke</i>	X
162	<i>Marie Doyle</i>	X
163	<i>Patricia Edwards, MD</i>	X
164	<i>Marc Fournier</i>	X
165	<i>Morgan Harris</i>	X
166	<i>Jerry Knirk, MD</i>	X
167	<i>Edward Moran</i>	X
168	<i>Matt Toohey, MD</i>	X
169	<i>Wendy Wright, DNP</i>	X

170

171 **b. Acceptance of the April 15, 2026, Audit Committee Recommendation for FY2027 Administrative Budget**
172 **Approval**

173

174 Mr. Miller reviewed the proposed FY2027 administrative budget. He stated that the Audit Committee reviewed the
175 budget in April and recommended approval to the Board. He noted that the expense budget line items are specified
176 in the NHVA Plan of Operations. Mr. Miller noted that the Administrator’s costs are fixed for a five-year contract
177 period, instead of annual price increases.

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179 Dr. Toohey noted that he appreciated the financial reports and emphasis on transparency and keeping
180 administrative costs low. With no questions, Dr. Toohey then asked for a motion.

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VOTE RECORDED: *On a motion by Mr. Fournier, seconded by Ms. Wright, by roll call it was unanimously*
VOTED: *To approve the proposed FY2027 Administrative Budget as presented.*

	<u>Yes</u>	<u>No</u>
<i>Morgan Brown</i>	X	
<i>Adriane Burke</i>	X	
<i>Marie Doyle</i>	X	
<i>Patricia Edwards, MD</i>	X	
<i>Marc Fournier</i>	X	
<i>Morgan Harris</i>	X	
<i>Jerry Knirk, MD</i>	X	
<i>Edward Moran</i>	X	
<i>Matt Toohey, MD</i>	X	
<i>Wendy Wright, DNP</i>	X	

c. Acceptance of Audit Committee Approval of FY2026 Auditor Engagement Letter

Mr. Miller explained that the auditing firm Leone, McDonnell & Roberts PA’s FY2026 auditor engagement letter was recommended for approval to the Board by the Audit Committee at their April meeting. He explained that as standard practice, a Board vote was required each year to review and approve the engagement letter. With no discussion or questions, Dr. Toohey then asked for a motion.

VOTE RECORDED: *On a motion by Ms. Brown, seconded by Mr. Moran, by roll call it was unanimously*
VOTED: *To approve the FY2026 auditor engagement letter as presented.*

	<u>Yes</u>	<u>No</u>
<i>Morgan Brown</i>	X	
<i>Adriane Burke</i>	X	
<i>Marie Doyle</i>	X	
<i>Patricia Edwards, MD</i>	X	
<i>Marc Fournier</i>	X	
<i>Morgan Harris</i>	X	
<i>Jerry Knirk, MD</i>	X	
<i>Edward Moran</i>	X	
<i>Matt Toohey, MD</i>	X	
<i>Wendy Wright, DNP</i>	X	

d. Unaudited FYTD Financials as of May 31, 2026

Mr. Miller reviewed the FYTD 2026 unaudited financial statements through May 31, 2026. He stated that assessment income of \$24,307,868 had been received on a budget of \$24,627,517 – a difference of less than \$319,649. He reviewed the components of the current assets of \$32,742,296 and stated that the majority of the certificate of deposits (CD) in the laddered CD portfolio will mature between now and 2027. Any maturing CDs are automatically rolled into the ICS account. The total assessed child lives of 633,787 was 7,480 less than budgeted. In closing, Mr. Miller reported that the organization was in excellent financial shape and that reserve levels are consistent with goals set in the last assessment setting process.

Dr. Toohey thanked Mr. Miller for his report.

231 **6. NH Department of Health and Human Services (NH DHHS) Update**

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233 Dr. Toohey invited Ms. Burke to deliver her report.

234
235 Ms. Burke stated that DHHS requested an annual FY2026 payment from NHVA in the amount of \$22,756,655.19.
236 This amount includes actual expenses from July 1, 2025 through May 31, 2026, as well as estimated expenses for
237 the month of June. The amount requested is \$2,155,213.81 less than what was originally forecasted due to lower
238 vaccine uptake. The requested amount includes a deduction of FY2025 unspent funds equaling \$15,149.08 and a
239 May 2026 \$2,512.90 refund from GSK.

240
241 Projections for SFY2027 will be sent to NHVA via Mr. Miller in late July after the accounting for SFY26 has been
242 concluded. The SFY2027 program budget will consider lower uptake of certain vaccinations, brand preferences
243 among some healthcare provider systems, as well as the cost of vaccines which have risen slightly.

244
245 Dr. Toohey thanked Ms. Burke for her report.

246
247 **7. Public Comment**

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249 Dr. Toohey read the *“Board Chair Statement re: Public Commentary During Meetings.”* He then asked members of
250 the public if they would like to offer comments, and no public comments were received.

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252 **8. Executive Session**

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254 No Executive Session was needed.

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256 **9. Meeting Adjournment**

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258 **VOTE RECORDED:** *On a motion by Mr. Fournier, seconded by Dr. Knirk, by roll call it was unanimously*
259 **VOTED:** *To move to adjourn the meeting at 9:52 a.m.*

	<u>Yes</u>	<u>No</u>
261		
262	<i>Morgan Brown</i>	X
263	<i>Adriane Burke</i>	X
264	<i>Marie Doyle</i>	X
265	<i>Patricia Edwards, MD</i>	X
266	<i>Marc Fournier</i>	X
267	<i>Morgan Harris</i>	X
268	<i>Jerry Knirk, MD</i>	X
269	<i>Edward Moran</i>	X
270	<i>Matt Toohey, MD</i>	X
271	<i>Wendy Wright, DNP</i>	X

272
273 Board of Directors Meeting minutes respectfully submitted by
274 Morgan Brown, Secretary
275 June 22, 2026

276 # # #