

**NH Vaccine Association – Audit Committee Meeting**  
**June 20, 2018 – 8:30 a.m. – 9:15 a.m.**  
**Conference Room – KidsVax®**  
**Presiding Officer: Susan Tenney, Chair**

**I. Attendance.** Participating in all or part of the meeting by telephone (T) were the following individuals:

Directors:

Susan Tenney – Harvard Pilgrim Health Care  
David Sky – NHID  
Jason Margus – Anthem (T)  
Laura Condon – Public Board Representative  
Sean Lyons, Cigna (T)

KidsVax:

Nicole G. Price  
Fred L. Potter  
Claire Roberge

**II. Summary of Actions Taken and/or Recommended**

**A. Actions Taken (votes adopted)**

1. To approve the minutes of the September 26, 2017 Audit Committee meeting.
2. To recommend to the full board Carew & Wells, PLLC as the New Hampshire Vaccine Association's program auditor and to authorize the Audit Committee chair to enter into an engagement letter for the 2017/2018 FYE audit.
3. To recommend the NHVA Expense Budget for 2018/2019 subject to changes suggested at the meeting to the full board.

**III. Minutes**

At approximately 8:35 a.m., a quorum having been established Chairwoman Tenney called the meeting to order. Chairwoman Tenney asked if anyone had any items to be added to the agenda. Chairwoman Tenney went on to state they would be tabling the discussion of any overpayment of assessment collections due to the NHVA from the State.

**Consent Items** – Chairwoman Tenney asked the Committee if there were any questions, concerns, or comments regarding the September 26, 2017 Audit Committee meeting minutes.

Upon motion duly made and seconded, it was unanimously

**VOTED:** To approve the minutes of the September 26, 2017 Audit Committee meeting as presented.

**Recommend Carew & Wells as the auditors for the NHVA FY18 audit**– Chairwoman Tenney opened the floor to any discussion regarding the recommendation of Carew & Wells as auditors. There was none.

Upon motion duly made and seconded, it was unanimously

**VOTED:** To recommend Carew & Wells, PLLC, to the Board as the New Hampshire Vaccine Association's program auditor and to authorize the Audit Committee chair to enter into an engagement letter for the 2017/2018 FYE audit.

**Recommend NHVA Expense Budget for the NHVA FY2018/2019** - Chairwoman Tenney began stating the budget was basically the same as last year, however, there is still uncertainty as to what the fees will be. The Committee discussed amending the budget to include administrative fees of \$125,000. Ms. Condon asked about increasing the legal fee budget. Chairwoman Tenney explained the extra expense was mainly due to the preparation of the RFP. After discussion and understanding that there is still work to be done on the RFP, the Committee is recommending the budget for legal fees be increased from \$15,000 to \$20,000. Chairwoman Tenney reported NHVA's D & O insurance has decreased. The Committee agreed to leave the amount budgeted for D&O insurance the same.

Upon motion duly made and seconded, the majority of the Board with one vote cast by Ms. Condon in opposition

**VOTED:** To recommend to the full Board the FY2018/2019 NHVA expense budget with the increase of the legal fees to \$20,000 and the addition of administrative fees of \$125,000.

54 The Committee discussed what the best way to receive reimbursement for payments made to DHHS for vaccines in excess  
55 of the actual amount needed. Last year there was an excess of \$3,267,371 and there will likely be an overpayment this  
56 year as well. It was determined by the Committee further discussion would need to include DHHS.  
57

58 Upon motion duly made and seconded, it was unanimously  
59

60 **VOTED:** To recommend the Board designate a subcommittee to include DHHS to examine the options  
61 regarding NHVA's overpayment of vaccine assessments.  
62

63 Upon motion duly made and seconded, it was unanimously  
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65 **VOTED:** To adjourn the Audit Committee Meeting at 8:56 a.m.

DRAFT

What: New Hampshire Vaccine Association (NHVA) Annual Meeting  
 Date and Time: Tuesday, June 20, 2018 / 9:30 a.m. – 11:30 a.m.  
 Location: KidsVax® Conference Room, 125 North State Street, Concord, NH  
 Director Call-In: **Please register at:**

**Registration URL** <https://attendee.gotowebinar.com/register/1727142943012796163>  
 Webinar ID: 959-558-091

**After registering, you will receive a confirmation email containing information about joining the meeting.**

***NHVA Agendas are subject to revision up to and including the time of the meeting.***

<b>Approx. Time</b>	<b>Topic/[Anticipated Action]</b>	<b>Presented by:</b>
9:30-9:35 a.m.	0. Annual Meeting of Members a. Report on Proxy Submissions b. Count and Certify Votes for 3 representatives of Assessable Entities c. Adjourn Annual Meeting	S. Tenney H. Veen
9:35-9:40 a.m.	1. Welcome and Introductions a. Survey of Other Matters from Board Members b. Request for identification of individuals on conference phone	S. Tenney
9:40-9:50 a.m.	2. Consent Items * a. Approve Board Meeting Minutes March 22, 2018 b. Annual Conflicts Questionnaire c.	S. Tenney
9:50-10:00 a.m.	3. Annual Board Meeting Work * a. Election of Officers & Appointments of Committees * b. Oath of Office c. Other	All M. McCue
10:00-10:25 a.m.	4. Business Updates * a. Executive Director Report * b. NHVA Quarterly Financials as of 3/31/2018 c. Report on Delinquencies * d. Action on Audit Committee Recommendations * i. Auditor Selection for FYE 6/30/18 * ii. 2018/2019 Expense Budget	N. Price C. Roberge C. Roberge S. Tenney
10:25-10:35 a.m.	5. DHHS Update a. b.	E. Daly
10:35-10:40 a.m.	6. Other Matters from Board Members a. b.	S. Tenney
10:40-10:50 a.m.	7. New Matters a. b.	S. Tenney
	8. Public Comment (if any)	
	9. Parking Lot Questions/Concerns (If time allows)	S. Tenney
10:50-11:30 a.m.	10. Executive Session * a. TRICARE Settlement (with KidsVax personnel present) b. (with KidsVax personnel present) c. Annual KidsVax® Contract Review (without KidsVax personnel present)	S. Tenney N. Price S. Tenney
11:30 a.m.	<b>[Adjourn]</b> 11. Reference Documents * a. Contact Directory * b. Governing Statute * c. 2018 Meeting & Annual Governance Calendar * d. Proposed form of votes for this meeting * e. Directions to meeting location * f. WebEx Instruction Sheet	

\*Indicates agenda item attached