

**NH Vaccine Association – Annual Meeting / Board of Directors Meeting**  
**October 8, 2013 – 8:30 – 10:30 a.m.**  
**Conference Room – Hinckley, Allen & Snyder**  
**Presiding Officer: Susan Tenney, Chair**

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

Directors

Susan Tenney – Harvard Pilgrim Health Care (P)  
Scott Beaudette – CIGNA (P)  
David Fredenburg, M.D. (P)  
Everett Lamm, M.D. (P)  
Jose T. Montero, M.D. (P)  
Maria Proulx – Anthem (P)  
David Sky – NHID (P)

DHHS

Marcella J. Bobinsky (T)

Outside Counsel

Mark McCue, Esq. (P)

Members of the Public

Michael Goldstein, Merck (P)  
Laura Condon, NVIC (P)

KidsVax.org®

Fred L. Potter (P)  
Claire M. Roberge (P)  
Terry Mills (P)

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

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

1. To elect as officers of NHVA for the 2013/14 operating year the same individuals as serving in those positions for the 2012/13 operating year.
2. To reappoint the same individuals who previously were serving as members of NHVA's Finance/Audit Committee for the 2013/14 operating year.
3. To approve the minutes of the September 24, 2013 Board meeting as amended at this meeting.
4. To approve the Interim Plan of Operation, as outlined in the letter dated October 1, 2013, and to conduct operations in accordance with that Plan pending approval by the Commissioner of Insurance of a fully updated Plan consistent with the provisions of HB664.
5. To accept the \$194,603 budget presented to the Board at the meeting be approved as moving into the assessment mechanism for calculation of the assessment base.
6. To approve the preliminary NHVA fiscal year 2014/2015 operating budget of \$139,685 for NHVA, as presented at the meeting, for purposes of calculating the assessment rate for the 2014/2015 fiscal year.

**B. Follow up Task/Action Items**

1. Attorney McCue will review HB664, as well as the law that mandates the registry to assist in making a determination as to the jurisdiction of the NHVA Board to add the funding of the registry into the vaccine assessment and will report back to the Board at its next meeting.
2. Attorney McCue was asked to explore the question of whether or not MCOs are considered assessable entities and part of the assessment base under the statute.
3. The three carrier representatives were asked to examine whether or not their child covered lives are consistent with the estimates and report the total number of covered lives they will be using in their assessment base. Mr. Potter asked the carriers to individually report the information to Mr. Smith, the KidsVax® financial analyst, for purposes of completing a confidential survey better to inform work upcoming on the assessment worksheet.
4. Mrs. Mills will survey the Board to determine a mutually convenient date and time for the next in-person meeting.
5. Mrs. Roberge will provide the name of the New Hampshire reporting individual to each of the three carrier representatives, as well as provide the name and address of the reporting individual responsible for the reports in Maine.

**III. Minutes**

**Annual Meeting of Members**

At 8:30 a.m., a quorum having been established, Chairperson Susan Tenney called the Annual Meeting to order. The proxy submissions were reported by KidsVax®. Three proxy returns were received from Anthem-NH, CIGNA, and Harvard Pilgrim Health Care. This represents a total of 140,483 out of a possible 164,161 child covered lives, equaling 85.58% of the child covered lives in New Hampshire. All proxies were voted in favor of the nominees from the Board as follows: Maria Proulx from Anthem, Scott Beaudette from CIGNA, and Susan Tenney from Harvard Pilgrim Health Care.

## Board of Directors Meeting

### Welcome and Introductions

At approximately 8:45 a.m., a quorum having been established, Chairperson Susan Tenney called the meeting to order. Ms. Tenney thanked the Directors for attending the meeting in person. Ms. Tenney briefly reviewed the agenda items and surveyed the Board for any additional items to be added to the agenda.

### Annual Meeting of Directors

The annual election of officers and appointment of committees was undertaken. After brief discussion, vote was taken.

Upon motion duly made by Dr. Lamm and seconded by Dr. Montero, it was unanimously

VOTED: To elect as officers of NHVA for the 2013/14 operating year the same individuals as serving in those positions for the 2012/13 operating year.

Upon motion duly made by Mr. Beaudette and seconded by Dr. Montero, it was unanimously

VOTED: To reappoint the same individuals who previously were serving as members of the NHVA's Finance/Audit Committee for the 2013/14 operating year.

### Consent Calendar Items

After brief discussion with two amendments being noted, Ms. Tenney called for a vote to approve the minutes. At this point in the meeting, Ms. Condon expressed concerns that her comments had not been included in the minutes of the September 24, 2013 minutes.

Upon motion duly made by Dr. Montero and seconded by Mr. Beaudette, it was unanimously (with the abstention of Dr. Lamm, who was not in attendance at the September 24, 2013 meeting)

VOTED: To approve the minutes of the September 24, 2013 Board meeting as amended at this meeting.

### Executive Director Updates

Consistent with the Board's request at the last meeting, Mr. Potter drafted an Interim Plan of Operation to be used until the formal governance documents are thoroughly revised. The most important aspect was the election of officers undertaken at this meeting. The old Board recommends to the new Board that this Interim Plan be adopted. This has been reviewed by the Commissioner of Insurance, who has allowed NHVA to proceed, but reserves his right to review the Board's changes. This enables NHVA to validly constitute the Board.

The Plan has not been adopted yet and is an action item for this meeting. It would govern the conduct of the Board until it moves forward. It had been the sense of the old Board that nothing substantive was to occur until the newly constituted Board was in place, which happened earlier in this meeting. Mr. Potter suggested that the Board adopt this as an Interim Plan knowing the task force appointed earlier and KidsVax<sup>®</sup> will undertake redrafting and review. This Board will be acting on Articles, Bylaws, and new Plan of Operation all consistent with the new statute, but as a newly constituted Board. This recommendation is based on the desire of the Plans to know what the assessment rate is. If adopted, the Interim Plan would inform the work the Board is about to undertake today and set the proposed timetable in which the deliverables requested by the Board from KidsVax<sup>®</sup> will occur over the next few months. Brief discussed ensued.

Upon motion duly made by Mr. Beaudette and seconded by Dr. Lamm, it was unanimously

VOTED: To approve the Interim Plan of Operation, as outlined in the letter dated October 1, 2013, and to conduct operations in accordance with that Plan pending approval by the Commissioner of Insurance of a fully updated Plan consistent with the provisions of HB664.

At the instruction of the Board, the Interim Plan of Operation will be declared a public document and will be posted to the website.

### DHHS Update

Dr. Montero updated the Board regarding the immunization registry. The Department developed requests for information and requests for proposals for IT companies to develop such a product for the state. Several proposals were received and assessed. There was one proposal that in the opinion of the reviewing team has more benefits and is the least costly option of all of the proposals presented for review. Based on that, the Department brought a request to the NHVA Board to assist with development and testing the system in the calendar year 2014 and maintenance and development of advancements as the system develops. The cost for development and testing during the first year is \$500,000 and from there on it is \$300,000 each year for maintenance. Dr. Montero indicated that he is not aware of any other available funding sources. Extensive funding discussion ensued. Dr. Montero assured the Board that DHS will continue to explore and pursue any alternative funding sources. Mr. Sky recommended that the Board move forward with the registry discussion assuming that it is permissible, but reserving final judgment until an opinion of counsel is received. It was the sense of the Board that it would be appropriate

to ask Attorney McCue to review HB664, as well as the law that mandates the registry to assist in making a determination as to the jurisdiction of the NHVA Board to add the funding of the registry into the vaccine assessment. Meanwhile, the insurance carriers will take this issue back within their own organizations to further vet the issue and become prepared for further discussion. The Board will reconvene regarding this particular line item within the budget. Attorney McCue was also asked to explore the question of whether or not MCOs are considered assessable entities and part of the assessment base under the statute.

#### Review of the Administrative Budget

Mr. Potter reviewed the budget in detail and identified several line item changes due to the recent renewal of the KidsVax<sup>®</sup> contract, as well as HB664 changes. The budgets become somewhat unremarkable because the major items are rolled into lines 1 through 5, which are now set by contract and are required to go down next year in accordance with the final negotiations. The budget spreadsheet then rolls into the assessment setting worksheet so that the operating expenses are carried forward. It was the recommendation of KidsVax<sup>®</sup> that the budget as revised be approved. In future years this will go through the Finance Committee. Acting at this time with the Board as a whole serving as the Finance Committee allows the assessment setting work to be completed in a more timely manner. Mr. Potter indicated the line items for legal and audit fees are controlled by the Board, not KidsVax<sup>®</sup>.

Mr. Sky asked for clarification of footnote 1 and the number shown on the worksheet on line 2. Mrs. Roberge explained the KidsVax<sup>®</sup> contract with NHVA used to be from July 1 to June 30. However, the new contract is from August 1 to July 31, so there is one month that is at the old rate and then 11 months at the new rate. Mr. Sky recommended adding parentheses to footnote 1 for clarification purposes. KidsVax<sup>®</sup> recommends, as part of its engagement with the NHVA, that an investment policy review be undertaken for 2014-2015. A brief discussion ensued. It was the sense of the Board to leave the Bank Fees line item at \$500 for now and to add a reference to footnote 3 that the number may go up if an investment advisor is hired. Additionally, the Board requested an increase of the 2013/2014 Legal Fees budget to \$15,000 during the implementation phase of HB664, with a decrease to \$5,000 for 2014/2015. The 2013/2014 fiscal year budget reflects a total administrative expense budget of \$194,603.

Upon motion duly made by Dr. Fredenburg and seconded by Mr. Beaudette, it was unanimously

VOTED: To approve the 2013/2014 fiscal year operating budget of \$194,603 for NHVA, as presented at the meeting and be approved as moving into the assessment mechanism for calculation of the assessment base.

Mr. Potter reminded the Board that next year's budget is a bit different because this is being adopted provisionally to guide the assessment given the understanding under the Interim Plan, but it is understood that this is not a spending plan. This budget is guiding the assessment setting process only for today. Before that budget can be spent, there will be a budget set by the new NHVA Board after the new Plan of Operation is in effect and prior to the start of the next fiscal year.

Upon motion duly made by Dr. Fredenburg and seconded by Dr. Montero, it was unanimously

VOTED: To approve the preliminary NHVA fiscal year 2014/2015 operating budget of \$139,685 for NHVA, as presented at the meeting, for purposes of calculating the assessment rate for the 2014/2015 fiscal year.

#### Assessment Setting

The Board reviewed and revised the assessment setting worksheet in detail and lengthy discussion ensued. It was determined to seek additional data prior to continuing with assessment setting. The three carrier representatives were asked to examine whether or not their child covered lives are consistent with the estimates and report the total number of covered lives they will be using in their assessment base. Mr. Potter asked the carriers to individually report the information to Mr. Smith, the KidsVax<sup>®</sup> financial analyst, for purposes of completing a confidential survey better to inform work upcoming on the assessment worksheet.

At approximately 11:00 a.m. Dr. Montero appointed Ms. Bobinsky as his personal representative for the duration of the Board meeting.

It was the sense of the Board that an additional in-person meeting will need to be scheduled to work through the assessment setting discussion and finish the remaining agenda items at that meeting. Mrs. Mills will survey the Board for a mutually convenient date and time for the next in-person meeting. Mrs. Roberge will provide the name of the New Hampshire reporting individual to each of the three carrier representatives, as well as provide the name and address of the reporting individual responsible for the reports in Maine.

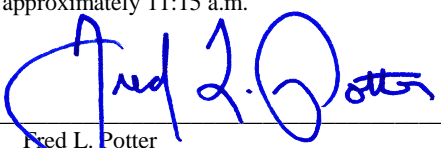
Upon motion duly made by Mr. Sky and seconded by Mr. Beaudette, it was unanimously

VOTED: To adjourn.

There being no further business or public comment, the meeting adjourned at approximately 11:15 a.m.

A true record.

Attest,

  
Fred L. Potter  
Secretary, Pro Tem