



*Minutes of the Board of Directors Special Meeting
May 22, 2018*

The Board of Directors (the “Board”) of the New Hampshire Vaccine Association (“NHVA”) held a special meeting at the offices of the New Hampshire Insurance Department, Public Meeting Room 274, in Concord, New Hampshire on May 22, 2018. The meeting was duly-noticed, and the following individuals were in attendance:

Directors

Susan Tenney, Chair – Harvard Pilgrim

David Sky – NH Insurance Department

Jason Margus – Anthem

Laura Condon – Public Representative

Edward Moran – Public Representative

Colleen Haggerty – NH DHHS Rep

Sean Lyons – Cigna

Patricia Edwards, M.D. – Concord Pediatrics

(by telephone)

Guests:

Mark S. McCue, Esq. – Hinckley, Allen

Ms. Tenney presided as Board Chair, and opened the meeting at 11:30 a.m. She noted that the sole purpose of the meeting was to review the proposals submitted in response to NHVA’s Request for Proposal #NHVA2018, Management and Administrative Services, Assessment Administrator Services, dated February 26, 2018 (the “RFP”). Upon a motion by David Sky and seconded by Sean Lyons, the Board voted by unanimous roll call vote to enter into executive session to discuss personnel and proprietary matters and receive the advice of legal counsel.

Ms. Tenney reminded the Board that it authorized a subcommittee consisting of Ms. Tenney, Mr. Sky and Laura Condon, working with NHVA legal counsel, to prepare and disseminate the RFP and to assess preliminarily any responsive proposals. The RFP was prepared and sent to known administrators such as KidsVax and Helms & Company, Inc. (“Helms”) as well as to those on the NH Insurance Department list of parties wishing to receive a copy of any insurance related request for proposals. Ms. Tenney informed the Board that NHVA received two timely and complete proposals in response to the RFP: one from the existing NHVA executive director and assessment administrator, KidsVax, and one from Helms. Ms. Tenney then asked Attorney Mark McCue to review the significant features of each proposal.

Mr. McCue directed the Board's attention to the chart prepared by his firm and disseminated at and prior to the meeting, which chart summarized and compared the material components of the RFP and each bidder's response. He noted that the KidsVax and Helms proposals were similar in many regards, including scope of services, qualifications, legal structure and the method of delivering services to NHVA. Mr. McCue then outlined the differences in the proposal, including: KidsVax' experience with NHVA specifically and vaccine associations generally, the annual costs of each bidder and the manner in which these costs were derived, and KidsVax' offer to beat any lower bid by 10% if NHVA accepted a 10-year contract term under the provisions of KidsVax' standard contract.

Upon the conclusion of Mr. McCue's summary, Ms. Tenney asked the subcommittee members if they had comments before she opened the discussion to the full Board. Ms. Condon shared her thoughts about the proposals, noting some concerns with KidsVax' previous performance but acknowledging improvement following the hiring of Nicole Price. She focused primarily on the disparity in the nature and amount of the annual fees being proposed by each of KidsVax and Helms. Ms. Tenney then informed the Board of her due diligence on Helms, and shared the positive recommendation of Beth Roberts, the former Chair of the New Hampshire Health Plan for which Helms has served as executive director and assessment administrator for many years. Mr. Sky indicated that he did not have anything to add to the comments of Ms. Condon and Ms. Tenney, so Ms. Tenney invited the rest of the Board to discuss their thoughts about the two proposals.

Various members of the Board shared similar thoughts about the proposals, and discussion ensued about the merits of each. The consensus of the Board was that it wished to continue working with Ms. Price, but that the disparity in pricing could not be ignored given the Board's fiduciary duty of stewardship to NHVA. The Board also noted that the KidsVax fee was based on a percentage of NHVA assessments, and questioned that the number of assessments impacted the cost to KidsVax of delivering the administrative and assessment services. The Board also was concerned about the size and need for KidsVax' technology fee, as some directors expressed their understanding that the technology was a work-for-hire owned by NHVA and not KidsVax, yet the latter was using it to generate revenue outside of New Hampshire. Mr. McCue explained that the KidsVax contract is not clear and notes only that the web site, URL address and trade name as the property of NHVA. At the request of a director, Mr. McCue also explained the differences between the form of contract required by the RFP and the KidsVax contract, which was one of the conditions to KidsVax offer to beat a lower bid by 10%.

The Board concluded its deliberations, and upon a motion by Edward Moran, seconded by Ms. Condon, the Board unanimously:

VOTED: To select Helms & Company, Inc. as the successful bidder under the RFP subject to the successful negotiation of a final contract acceptable to NHVA, and to authorize the NHVA Chair and legal counsel to negotiate and finalize the contract with Helms & Company, Inc. consistent with the terms of its proposal.

The Board then discussed the mechanics of the transition from KidsVax to Helms, and acknowledged that the KidsVax contract may need to be extended beyond its July 31, 2018 term. Upon a motion duly made by Mr. Sky and seconded by Ms. Condon, the Board unanimously:

VOTED: To authorize the Chair, in consultation with NHVA legal counsel, to negotiate and finalize an extension of the existing contract between NHVA and KidsVax, if necessary.

Mr. Sky then noted that Helms had requested that a mid-year audit be performed so that the finances of NHVA could be confirmed prior to the transition of administration to Helms. The Board concurred that such an audit was prudent , and upon a motion by Mr. Sky and seconded by Mr. Lyons, the Board unanimously:

VOTED: To authorize the Chair, in consultation with NHVA legal counsel, to engage the NHVA auditor to conduct an audit of its mid-year finances and operations prior to the transition of services from KidsVax to Helms.

Mr. McCue then asked the Board whether it desired to seal the minutes of the meeting at least until the bidders had been informed of the Board's decision. After discussion, and upon a motion by Mr. Sky and seconded by Mr. Moran, the Board unanimously:

VOTED: To seal the minutes of the meeting until a contract between NHVA and its next administrator is signed.

There was no other business for executive session. By unanimous roll call vote, the Board voted to end the executive session at 12:50 p.m., and then upon a motion by Ms. Condon, seconded by Mr. Lyons, the Board voted to close the meeting and adjourn.

Respectfully submitted,

Mark S. McCue

Secretary pro tem



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What: New Hampshire Vaccine Association (NHVA) Board of Directors Meeting
Date and Time: Tuesday, May 22, 2018 / 11:30 a.m. – 1:00 p.m.
Location: NH Department of Insurance, 21 Fruit St., Concord, NH Public Meeting Room 274
Director's Log-In:

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

Approx. Time	Topic/[Anticipated Action]	Presented by:
11:30-1:00 p.m.	1. Executive Session a. Welcome and Describe Purpose of Meeting b. Review and Deliberation of Executive Services Proposals	S. Tenney
1:00 p.m.	[Adjourn]	

*Indicates agenda item attached