

**NH Vaccine Association – Board of Directors Annual Meeting
June 20, 2018 – 9:30 to 11:30 a.m.
KidsVax® Offices
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, Chair – Harvard Pilgrim Health Care (P)
 Laura Condon – Public Board Representative (P)
 Patricia Edwards, M.D. – Concord Pediatrics (P)
 Sean Lyons – Cigna (T)
 Edward Moran – Public Board Representative (P)
 Jason Margus – Anthem BlueCross BlueShield (T)
 David Sky, - NHID (P)
 Elizabeth Daly – NH DHHS (P)

Others:

Mark McCue, Esq. – Hinckley Allen (T)
 Beth Anne Ptak – Meritain (T)
 Leah Chase – (T)
 Jennifer Pedone – Alfa Sigma USA (T)
 Erin Meagher – Helms & Co. (T)

KidsVax[®]

Nicole G. Price (P)
 Fred L. Potter (P)
 Claire Roberge (P)
 Heather Veen Matt Miller

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

A. Actions Taken (votes adopted)

1. To adjourn the Annual Meeting of the Members at approximately 9:12 a.m.
2. To approve the Board Meeting minutes of the March 22, 2018 meeting as presented.
3. To approve the slate of officers for both the Board of Directors and Audit Committee as listed in the Board packet.
4. To adopt the committees as they are written with the amendment to remove Ms. Bobinsky from the Legislative Task Force.
5. To approve the Audit Committee’s recommendation of Carew & Wells, PLLC as the New Hampshire Vaccine Association’s program auditor and to authorize the Audit Committee chair to enter into an engagement for the 2017/2018 FYE audit.
6. To approve the Audit Committee’s recommendation of the NHVA Expense Budget for 2018-2019.

B. Follow-up Task/Action Items

III. **Annual Meeting** – The first order of business was the report on proxy submissions. Ms. Price reported that six proxies were received and recorded by KidsVax® through June 20, 2018 at 8:00 a.m., representing 87,566 child covered lives or 53% of the child covered lives in New Hampshire. As a duly-appointed proxy, Chairwoman Tenney cast all votes in the manner directed by the Association’s members and resulting in the election of Susan Tenney, Jason Margus and Sean Lyons to the Board as assessable entity representatives.

Upon motion duly made and seconded, it was unanimously

VOTED: To accept the report of the Teller with respect to the votes on the proxies as presented for Jason Margus, Sean Lyons, and **Susan** Tenney.

Ms. Tenney deemed the annual election closed with the current payer representatives on the Board elected for another term.

Upon motion duly made and seconded, it was unanimously

VOTED: To adjourn the Annual Meeting of the Members at approximately 9:12 a.m.

50 **IV. Board Meeting** – At approximately 9:15 a.m., Chairwoman Tenney called the meeting to order. The Board
51 was surveyed for additional agenda items. Ms. Tenney asked for identification of anyone participating via
52 telephone. Ms. Condon noted the draft revised Communications Policy was not in the Board packet or on
53 the agenda. Chairwoman Tenney agreed to discuss the draft revised Communications Policy under new
54 matters. Chairwoman Tenney requested a recommendation regarding a refund of overfunding the vaccine
55 assessment, and a discussion about cross-border activity. After discussion, the request for refund of
56 overfunding the vaccine assessment has been placed as item 4.d.iii. The matters of the Revised
57 Communications Policy and cross-border activity will be discussed under new matters.
58

59 **Consent Items** – A quorum, having been established, Chairwoman Tenney asked for approval of the March
60 22, 2018 minutes as presented to the Board.
61

62 Upon Motion duly made and seconded, it was unanimously
63

64 **VOTED:** To approve the Board Meeting minutes of the March 22, 2018 meeting as
65 presented.
66

67 Ms. Price informed the Board she had received all the conflict questionnaires and stated they will be filed
68 and available for public review upon request.
69

70 **Annual Board Meeting Work**

71
72 **Election of Officers & Appointments of Committees** – Chairwoman Tenney referred to the current slate
73 of officers in the Board packet. She reported there is a vacancy on the Board due to Dr. Fredenburg's
74 resignation. The Board will be actively seeking replacement. Chairwoman Tenney stated the treasurer
75 also fills the seat of the Finance/Audit Committee Chair. Chairwoman Tenney informed the Board that all
76 positions are available and asked the Board if there was any interest in moving up positions. Mr. Sky
77 announced he would serve as Treasurer and Chair of the Audit Committee. Mr. Moran announced he
78 would serve as Vice-Chair, and Sean Lyons as Secretary. Chairwoman Tenney reported the slate of officers
79 are as follows: Sue Tenney, Chair; Ed Moran, Vice-Chair; David Sky, Treasurer; Sean Lyons, Secretary. The
80 Audit Committee consists of: David Sky, Chair; Sue Tenney, Vice-Chair; and Members Jason Margus and
81 Laura Condon.
82

83 Upon Motion duly made and seconded, it was unanimously
84

85 **VOTED:** To approve the slate of officers as read.
86

87 Chairwoman Tenney stated that the oath of office will be done at the next meeting when Mr. McCue is
88 available.
89

90 **Executive Director Report** – Ms. Price presented a brief overview of her Executive Director Report. Ms.
91 Price mentioned that the resignation of Dr. Fredenburg was received. She stated Dr. Fredenburg served
92 on the NHVA Board since the inception of NHVA and recognized the great contribution made to the Board
93 and to Ms. Price during her transition into KidsVax[®] and NHVA. She stated she has been in touch with
94 DHHS about replacing Dr. Fredenburg on the Board as that is an appointment from the Health
95 Commissioner. Chairwoman Tenney shared Ms. Price suggested a proclamation thanking Dr. Fredenburg
96 thanking him for his service and possibly a small token mostly because Dr. Fredenburg has been with the
97 Board since its inception and the amount of his contributions to the NHVA. A discussion ensued regarding
98 how the Board would like recognize Dr. Fredenburg's service to NHVA.
99

100 Upon Motion duly made and seconded, it was unanimously
101

102 **VOTED:** To authorize the Board **Chair** and the Executive Director to make an expenditure
103 not to exceed \$150 toward a thank you for Dr. Fredenburg's service to the NHVA.
104

105 Ms. Price thanked everyone for submitting their conflict of interest form. Ms. Price reported KidsVax[®]
106 received new language that will be added to the 2019 NDAA. She stated this was good news for the NHVA
107 and other SVPs.
108

109 **NHVA Quarterly Financials as of 3/31/2018** – Ms. Roberge reported that June financials are not in yet,
110 however, there was an assessment receivable of Minuteman. Ms. Roberge stated that until further
111 instruction from the Board, Minuteman will remain on the books. She stated that a check was drafted
112 from NHVA for \$18,819,145. Once the check has been executed, Ms. Roberge will forward to the State of
113 New Hampshire. Chairwoman Tenney inquired as to how long NHVA keeps Minuteman receivables. In
114 response, Ms. Price informed the Board Minuteman is being liquidated and there is a proof of claim
115 required to be completed. Ms. Roberge reported the Minuteman receivables are \$58,269.70.

116
117 **Action on Audit Committee Recommendations** – Chairwoman Tenney reported there is a letter of
118 engagement from Carew & Wells with respect to the fiscal year end 2018 financial audit. The Audit
119 Committee recommends Carew & Wells as the auditors for the fiscal 2018 year end.
120

121 Upon Motion duly made and seconded, it was unanimously

122
123 **VOTED:** To approve the Audit Committee’s recommendation of Carew & Wells, PLLC as the
124 NHVA’s program auditor and to authorize the Audit Committee chair to enter into
125 an engagement letter for the 2017-2018 FYE audit.
126

127 Chairwoman Tenney reported the Audit Committee discussed the expense budget for the 2019 fiscal year
128 beginning July 1, 2018. She went on to report the Board packet has been modified. Chairwoman Tenney
129 stated that during the transition period the Audit Committee added \$125,000 for administrative fees. The
130 Audit Committee is requesting to increase its legal budget \$5,000 due to higher legal fees during FYE
131 2017/2018. Chairwoman Tenney reported the total administrative budget would be \$167,600.
132

133 Upon Motion duly made and seconded, it was unanimously

134
135 **VOTED:** To approve the Audit Committee’s recommendation of the NHVA Expense Budget
136 for 2018/2019.
137

138 Chairwoman Tenney went on to report the Audit Committee discussed overfunding of the vaccine
139 assessment to the State. She stated that during the Audit Committee meeting it was determined that
140 without DHHS present there could not be a fruitful discussion. The Audit Committee is recommending the
141 Board establish a workgroup to discuss the overfunding issue that would include DHHS. The Board
142 appointed a workgroup to study potential overfunding of the vaccine assessment. The workgroup consists
143 of Chair David Sky, Beth Daly, Ed Moran, and Laura Condon. Ms. Daly shared DHHS is meeting with the
144 vendor next week to provide information to be placed in the assessment workbook. There was discussion
145 the benefits of the workgroup attending the meeting with the vendor. After further discussion having Ms.
146 Daly added to the Audit Committee is was put to vote.
147

148 Upon Motion duly made and seconded, it was unanimously

149
150 **VOTED:** To approve Beth **Daly** as a member of the Audit Committee.
151

152 **DHHS Update** – Ms. Daly informed the Board DHHS is entering the state budget process state fiscal year
153 2020-2021. Ms. Daly stated DHHS will begin the 2019 fiscal year with no funds available to purchase
154 vaccines, however, DHHS expects to have revenue from the fund received from NHVA as well as carry
155 forward revenue from prior years which will allow DHHS to purchase vaccines again. Ms. Daly informed
156 the Board in FY2020-2021 DHHS will request the appropriation of funds be reinstated to avoid future
157 problems, which will have to go through the state budget approval process. After much discussion, Ms.
158 Daly made the Board aware that DHHS will be asking the state for the \$16 million to be reinstated for the
159 FY2020-2021 budget. Ms. Daly reported the CDC prices list is out and there does not seem to be any
160 significant changes in vaccine pricing. Ms. Daly went on to inform the Board that DHHS was awarded five
161 awards at the National Immunization Conference, which is a real testament to DHHS’s partnership with
162 NHVA and healthcare providers. The awards were for 1) the highest coverage for TB-Tdap for 18 years and
163 above, 2) pneumococcal vaccine rates for 65 and above were the highest, 3) excellent progress for
164 meeting healthy people 2020 goals for children 19-35 months, 4) routine vaccines for adolescents, and 5)
165 vaccine coverage for 6 mos. to 17 years.
166

167 **Other Matters from Board Members** – Ms. Price discussed cross-border activity regarding vaccines
168 distributed between Maine Vaccine Board (MVB) and NHVA. Ms. Price stated she had been in contact
169 with the MVB, and with Maine CDC regarding questions raised by NHVA about New Hampshire children
170 being vaccinated by Maine providers. Ms. Price reported Maine providers are not distributing vaccines to
171 New Hampshire residents. Ms. Price went on the report Maine has trainings every other year and has
172 conversations regarding policy.
173

174 Ms. Price informed the Board she spoke with NH DHHS regarding how they would like to move forward
175 after hearing New Hampshire children are not being vaccinated in Maine and stated the implementation
176 of the statutes between the states differs greatly. Mr. Potter further explained the positions of each state
177 and mentioned there is a recommendation to reopen the statute.
178

179 Chairwoman Tenney suggested a conversation between Maine and New Hampshire Commissioners to
180 come to some sort of agreement. After much discussion, the Board decided to revisit this matter at the
181 next meeting.

182
183
184
185
186
187
188
189
190
191
192
193
194
195
196
197
198
199
200
201
202
203
204
205
206
207
208
209
210
211
212
213
214
215
216
217
218
219
220
221
222
223
224
225
226
227
228
229
230
231
232
233
234

Communications Policy – Ms. Price gave a brief update to the Board. Ms. Price went on to mention the offer to revise the communications policy was based on the annual report, VaxFacts®, and a letter, which could be done at a different time. Ms. Price stated she did not draft a communications policy to be reviewed because of uncertainty if the format would change or remain the same. Currently, much of the information is available by mid-September comes from the Department and assessment setting process. After further discussion, it was agreed to revisit at the next meeting.

Executive Session – The Board of Directors (the “Board”) of the New Hampshire Vaccine Association (“NHVA”) voted by unanimous roll call vote to enter executive session at approximately 10:45 a.m. to discuss legal and personnel matters.

Ms. Price and Mr. Potter updated the Board regarding negotiations with TRICARE to pay assessments to state vaccine assessment mechanisms like NHVA. They noted that TRICARE made an initial settlement proposal to cover both the payment of assessment arrearages to NHVA and assessments by NHVA in the future, but the methodology used by TRICARE is being challenged. Mr. Potter noted that some states have accepted TRICARE’s current proposal, which reflects an increase from the original proposal, while others continue to negotiate an increase in TRICARE’s proposal. Mr. Potter also noted that given the likely benefit to NHVA of the continued legal and lobbying efforts in the TRICARE matter, the State of Washington was seeking a contribution to its costs for these efforts. After deliberation, and upon a motion duly made and seconded, the Board:

VOTED: Seven to one, with Ms. Condon dissenting, to continue negotiating the TRICARE proposal to settle its assessment arrearages to NHVA through KidsVax and other advisors engaged by the State of Washington Vaccine Association, **and** to contribute to the costs of those efforts by paying to the State of Washington Vaccine Association the sum of Twenty Thousand Dollars (\$20,000.00) per month until the first to occur of (i) the conclusion of the TRICARE negotiations, or (ii) the lapse of six months so that the maximum payment by NHVA will be \$120,000.00.

The Board then excused the Executive Director from the executive session at approximately 10:00 a.m. to discuss personnel matters. Ms. Tenney described the status of the contract negotiations with Helms & Company, and the Board concurred that it would be beneficial to extend the KidsVax contract to allow for a smooth transition, and collaboration for the September board meeting at which the 2019 assessment rate will be established. Ms. Tenney also described the need to determine whether KidsVax had earned all or a portion of its 10% compensation holdback for the contract year ending July 31, 2018. After deliberation, and upon a motion duly made and seconded, the Board:

VOTED: To release the entire 10% performance holdback to KidsVax for the contract year ending July 31, 2018.

There was no other business for executive session.

By unanimous roll call vote, the Board voted to end the executive session at 11:40 a.m., and then the Board voted to close the meeting.

Executive Session minutes without Administrator present respectfully submitted,

Mark S. McCue
Secretary pro tem

Draft Board minutes respectfully submitted by
KidsVax®

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.

Approx. Time	Topic/[Anticipated Action]	Presented by:
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
10:50-11:30 a.m.	8. Public Comment (if any) 9. Parking Lot Questions/Concerns (If time allows) 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 S. Tenney N. Price S. Tenney
11:30 a.m.	[Adjourn] 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

NH Vaccine Association – Board of Directors Annual Meeting
March 22, 2018 – 8:30 to 10:30 a.m.
KidsVax® Offices
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, Chair – Harvard Pilgrim Health Care (P)
David Sky – NHID (P)
Laura Condon – Public Board Representative (T)
Elizabeth Daly, DHHS (P)
Edward Moran – Public Board Representative (P)
Elaine Koskela – Cigna (T)
Jason Margus - Anthem (T)

Others:

Mark McCue, Esq. – Hinckley Allen (T)
Beth Anne Ptak – Meritain (T)
Kristi Cardullo (T)
Jenna Pedone – Alfa Sigma (T)
Kathleen LaBonte (T)
Larisa Trexler (T)

Absent:

Patricia Edwards, M.D. – Healthcare Provider
David Fredenburg, M.D. – Healthcare Provider

KidsVax®:

Nicole G. Price (P)
Claire Roberge (P)
Heather Veen (P)

II. Summary of Actions Taken and/or Recommended

A. Actions Taken (votes adopted)

1. To approve the Board Meeting minutes for the September 26, 2017 and December 28, 2017 meetings as presented.
2. To authorize the appointment of the NHVA President and Treasurer, acting together or individually, as proxies for the director selection at the June 20, 2018 Annual Meeting of Members.

B. Follow-up Task/Action Items

1. Ms. Price to follow-up with Board members regarding the ethics affirmation annual submission.
2. Ms. Price to meet with Mr. Hart and Ms. Daly to discuss the assessment setting workbook.
3. KidsVax® to communicate with the Audit/Finance committee regarding the assessment setting workbook and the carry forward amounts.
4. Ms. Price to report back to the Board regarding the assessment setting workbook.
5. Ms. Price to further research the cross-border issue between New Hampshire and Maine to better understand what is being paid and how Maine providers handle non-resident patients.
6. Ms. Price to assess when the necessary data is available needed for the annual report.
7. Ms. Price to draft a revised communications policy based on when the annual report data is available to present to the Board at the June meeting.

Board Meeting

At approximately 8:30 a.m., Chairwoman Tenney called the meeting to order. The Board was surveyed for additional agenda items. Ms. Tenney asked for identification of anyone participating via telephone. Beth Anne Ptak with Meritain Health identified herself.

Consent Items – A quorum, having been established, Chairwoman Tenney asked for approval of the two sets of minutes brought before the Board for approval.

Upon motion duly made and seconded, it was unanimously

VOTED: To approve the Board Meeting minutes of the September 26, 2017 and December 28, 2017 meetings as presented.

Ms. Price presented Chairwoman Tenney with the Code of Ethics Affirmations statements received and informed the Board that the statements will be filed with the minutes of the first meeting after January 31 as required, which is this meeting. There are still a few affirmations outstanding.

1
2 **Executive Director Report** – Ms. Price presented a brief overview of her Executive Director Report. She reported that since the
3 December meeting she has been working on getting the Code of Ethics Affirmation Statements from everyone. Ms. Price also
4 provided a TRICARE update. The 2018 National Defense Authorization Act passed at the end of last year and changed TRICARE’s
5 participation from discretionary to mandatory. KidsVax® is still working on TRICARE arrears and the methodology used on how
6 they will pay their assessments going forward.
7

8 Ms. Price updated the Board with regard to the vacant self-insured entity Board position. She reported that she followed up with
9 the Governor’s office, but there had been no progress made in filling the seat.
10

11 **NHVA 2017 Financials** - Ms. Roberge reported that NHVA as of March 21, 2018 has \$19,248,116, and has another assessment
12 payment coming in May 15, 2018 before having to submit payment to the state. She also reported that Minuteman Health is now
13 in receivership and KidsVax® has been informed NHVA is on the list of receivers to be paid. The outstanding amount owed by
14 Minuteman Health is \$58,269.70. With the dissolving of Minuteman Health, it is anticipated that an increase of covered lives will
15 appear through other entities the next quarter.
16

17 Ms. Daly voiced concern about the state receiving a \$19 million check when there is already a surplus of approximately \$16 million.
18 Ms. Price explained the Plan of Operation states NHVA must send what has been determined to be assessed. Extensive discussion
19 ensued regarding the statute. Mr. McCue informed the Board the statute states: “...at the written request of the association
20 following a majority vote of the Board any funds forwarded to the state treasurer for vaccines purchased remaining unexpended
21 shall promptly be returned to the association.” After much discussion, Chairwoman Tenney referred this matter for further
22 investigation to the Audit/Finance Committee.
23

24 **NHVA D/O Insurance Policy** - Ms. Roberge reported the policy has the same provisions and costs, \$5,954, as the previous year. She
25 invited any questions to be forwarded to the agent.
26

27 **Other Matters from Board Members** – Ms. Price supplied to the Board a summary memo of the information discovered regarding
28 cross-border vaccines between New Hampshire and Maine in response to NH DHHS concerns. DHHS had raised concerns that New
29 Hampshire providers were administering vaccines to Maine residents, but Maine providers were not administering vaccines to
30 New Hampshire residents. The New Hampshire database had information about Maine residents while the Maine database did not
31 have information about New Hampshire residents. The data suggested in 2016 that 39 vaccines were provided by Maine providers
32 to New Hampshire residents paid for by New Hampshire insurers, and 100 vaccines were paid by New Hampshire insurers for
33 Maine residents visiting New Hampshire providers. The vaccines were determined by site of employer not site of vaccines.
34 Further discussion ensued. It was determined that Ms. Price will present the Board with more information on the matter to better
35 understand what is being paid and how non-residents are handled by Maine providers.
36

37 **DHHS Updates**- Ms. Daly reported there are no updates.
38

39 **New Matters** – Ms. Price requested the Board consider appointing proxies for the director selection at the June meeting. The proxy
40 was initiated to give the entities a voice for their vote without attending the meeting. If an entity decided to attend a meeting, they
41 would have the option to revoke the proxy and vote as they desired. The appointment of proxies helps encourage greater
42 participation for members of the NHVA. Mr. McCue suggested the representatives/proxies be identified by position as opposed to
43 individual names.
44

45 Upon motion duly made and seconded, it was unanimously
46

47 VOTED: To authorize the appointment of the NHVA President and Treasurer, acting together or individually, as proxies
48 for the director selection at the June 20, 2018 Annual Meeting of Members.
49

50 Ms. Price informed the Board about the current communications policy. There was a suggestion that a meeting request consist of
51 two Directors instead of the current one Director. That is the one change being offered regarding the communications policy. Ms.
52 Condon voiced concerns and suggested that the Board review the annual report as a matter of policy. She further stated any public
53 document that is a representation of NHVA activities, financial status should be reviewed and approved by the Board and should
54 not require a special meeting by any number of Directors since this report is received by the Legislature.
55

56 Mr. Sky queried Mr. McCue whether there was a requirement that the annual report be presented to the Legislature prior to
57 December 31. Mr. McCue specified the only statutory deadline is the report to the insurance commissioner which has to be 120
58 days after the Association’s fiscal year ends. Mr. McCue stated it implied the annual report would be filed within a reasonable time
59 after the close of the period on which NHVA is reporting, but there is no hard deadline. Further discussion ensued.
60

61 The Board decided that KidsVax® should determine when the information for the annual report is available and based on this
62 determination draft a revised communications policy to present to the Board for the June meeting.
63

1 **Public Comment** – There were no comments from the public.

2
3 **Parking Lot Questions/Concerns** – There were no comments.

4
5 Upon motion duly made and seconded, a unanimous roll call vote was taken by Chairwoman Tenney to move into Executive
6 Session for purposes of discussing confidential legal matters, as well as a review of NHVA’s contract with KidsVax®.

7
8 **Executive Session** – The Board of Directors (the “Board”) of the New Hampshire Vaccine Association (“NHVA”) voted by
9 unanimous roll call vote to enter executive session at approximately 9:45 a.m. to discuss legal and personnel matters.

10
11 Ms. Price updated the Board regarding negotiations with TRICARE to pay assessments to state vaccine assessment mechanisms like
12 NHVA. She noted that TRICARE has made a settlement proposal to cover both the payment of assessment arrearages to NHVA and
13 assessments by NHVA in the future, but that the parties still are negotiating final details. The Board requested that it have the
14 opportunity to review any final offer in advance, together with an analysis of operational issues by KidsVax and of legal issues by
15 both special counsel engaged to negotiate with TRICARE and NHVA’s general outside counsel, Hinckley Allen.

16
17 The Board then excused the Executive Director from the executive session at approximately 10:00 a.m. to discuss personnel
18 matters. Mr. Sky, as chair of the ad hoc RFP Committee, informed the Board that the Request for Proposal (RFP) for Management
19 and Administrative Services and Assessment Administrator Services was issued on February 26, 2018. The RFP was disseminated
20 to the current NHVA Executive Director, the Executive Director of the New Hampshire Health Plan, and a list of parties requesting
21 any proposals issued by the New Hampshire Insurance Department. The RFP, together with responses to bidder questions, also
22 has been posted on the NHVA web site. Proposals are due by April 13, 2018, the RFP Committee will evaluate them and make a
23 recommendation to the Board, and then the Board will meet to make a final selection by May 15, 2018.

24
25 There was no other business for executive session.

26
27 By unanimous roll call vote, the Board voted to end the executive session at 10:10 a.m.

28
29 Upon a motion by Ms. Daly and seconded by Mr. Moran, the Board voted to adjourn at 10:10 a.m.

30
31 Respectfully submitted,

32
33 [Mark S. McCue](#)

34
35 Secretary pro tem for Executive Session

NEW HAMPSHIRE VACCINE ASSOCIATION
Annual Meeting of Directors
June 20, 2018

Election of Officers			Appointment of Committees		
Position	Incumbent	Nominees	Finance/Audit	Incumbent	Nominees
Chair	Susan Tenney		Chair**	David Fredenburg, M.D.	
Vice-Chair	David Sky		Vice-Chair	Susan Tenney	
Treasurer**	David Fredenburg, M.D.			Jason Margus	
Secretary	Elaine Koskela	Sean Lyons		David Sky	
				Laura Condon	

** Indicates an open seat

OATH OF OFFICE
NHVA Bylaws Art. VI, Sec. 3C

“I, _____, do solemnly swear (or affirm) that I will faithfully serve to advance the purposes of the Association as set forth in RSA 126-Q and to work together with other directors to assure that the Association’s Board of Directors shall fulfill all of its duties under RSA 126-Q:3; that I take these obligations freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the duties upon which I am about to enter.”

Self-Reporting Assessment Results

	For the Assessment Quarter Due on 05/15/2018 (As of 05/31/2018)
Applicable Assessment Rate:	\$ 6.70
Number of carriers who have filed covered lives:	72
Average monthly child covered lives:	164,932
Assessment due for the quarter:	\$ 3,315,133.20
Interest dollars collected:	\$ 0
Cash and Investments as of 02/28/2018:	\$ 22,797,798.30
Remittance to be Paid to State of New Hampshire in June:	\$ 18,819,145.00

This report serves to update the Board on items worked on since the last Board meeting; the progress of action items delineated at the conclusion of the last board meeting; give a brief synopsis of the progress on TRICARE; and highlight matters coming before the Board for the June meeting.

It is with regret that I report, Director Fredenburg submitted his resignation from the New Hampshire Vaccine Association Board. I have been in contact with NH DHHS regarding the open seat. The Commissioner is working on selecting a designee for the open seat on the NHVA Board. The seat represents the health provider community and is appointed by the DHHS Commissioner.

According to the NHVA Policy Governing Conflict of Interest, annually members of the board must complete a conflict of interest questionnaire. This process has begun and I hope to have all questionnaires collected prior to the June meeting. I thank the Board for timely completing the Ethics Affirmation statements which are all now collected and filed accordingly. Since the last meeting, I also had the opportunity to meet with Ms. Daly, Mr. Hart, and Ms. Haggerty to discuss assessment setting and the data available that may enhance the process. The timing of when the assessment is set was also discussed because a different time may be a better option based on other data NH DHHS needs to provide to the CDC. This is an ongoing discussion.

Work on TRICARE continues. TRICARE has recently increased their settlement offer for the arrears owed to New Hampshire, however, this is still significantly below the amount we believe is owed to NHVA. Additionally, the methodology TRICARE wants to use in limiting their future assessment payments is still being discussed. These are the outstanding issues remaining and are being addressed with Congressional committees in Washington, D.C. Senator's Shaheen's office is aware of the issues and has been instrumental in moving to a favorable outcome for the state universal vaccine programs.

As we prepare for the Annual meeting, we are pleased to report that the Directors currently serving from assessable entities are willing to stand for election again this year. Additionally, we received one response from another assessable entity to our solicitation for additional nominees. Therefore, we have four nominees for the three board positions for assessable entities. In addition to selecting directors, we will also elect officers for the next year.

Finally, a portion of the executive session time has been set aside for the Board's review and determination concerning payment of the KV holdback amount. We will be happy to provide any additional information which may be helpful to you for your review if needed.

Thank you for your contribution and assistance in ensuring that the NHVA fulfills its statutory purpose. I appreciate the time given to support this very important work.



Nicole G. Price, writing June 7, 2018 for the June 20, 2018 meeting

**New Hampshire Vaccine Association
Statement of Financial Position
March 31, 2018**

	A		B
1	ASSETS		
2	Current assets		
3	Cash and cash equivalents		
4	Cash	\$	19,249,746.46
5	Short-term investments		255,150.56
6	Prepaid expenses		4,961.62
7	Assessments receivable		58,166.70
8			
9	Total current assets		19,568,025.34
10			
11	Total assets	\$	19,568,025.34
12			
13			
14	LIABILITIES AND NET ASSETS		
15	Current liabilities		
16	Accounts payable		-
17	Assessment payable		-
18			
19	Total current liabilities		-
20			
21	Net assets		
22	Unrestricted net assets		250,000.00
23	Temporarily restricted net assets		19,318,025.34
24			
25	Total net assets		19,568,025.34
26			
27	Total liabilities and net assets	\$	19,568,025.34

Unaudited - For Management Purposes Only
Prepared by KidsVax, LLC

**New Hampshire Vaccine Association
Statement of Activities and Changes in Net Assets**

	A 3 Months Qtr Ending 09/30/17	B 3 Months Qtr Ending 12/31/17	D 9 Months Year to Date 03/31/18	E Approved Budget	F Remaining Budget
1 Unrestricted net assets					
2 Revenue and other support					
3 Net assets released from restrictions					
4 Assets released for operations	\$ 45,137.53	\$ 36,905.97	\$ 121,317.40	\$ 162,072.00	\$ 40,754.60
6 Expenses					
7 Administration expenses					
8 Administrative services					
9 Fixed compensation	28,583.53	28,840.83	86,265.19	112,025.00	25,759.81
10 Variable compensation	-	-	-	12,447.00	12,447.00
11 Professional fees					
12 Professional fees - legal	5,127.00	5,619.50	18,951.00	15,000.00	(3,951.00)
13 Professional fees - audit	8,500.00	-	8,500.00	9,000.00	500.00
14 Total administration expenses	42,210.53	34,460.33	113,716.19	148,472.00	34,755.81
16 Office expenses					
17 Licenses and fees	75.00	-	75.00		(75.00)
18 Bank fees	1,363.49	957.13	3,060.68	4,000.00	939.32
19 Public information	-	-	-	1,000.00	1,000.00
20 Website	-	-	-	-	-
21 Total office expenses	1,438.49	957.13	3,135.68	5,000.00	1,864.32
23 Board expenses					
24 Insurance	1,488.51	1,488.51	4,465.53	8,000.00	3,534.47
25 Publications	-	-	-	600.00	600.00
26 Conferences	-	-	-	-	-
27 Board meetings	-	-	-	-	-
28 Total board expenses	1,488.51	1,488.51	4,465.53	8,600.00	4,134.47
29					
30 Total expenses	45,137.53	36,905.97	121,317.40	162,072.00	40,754.60
31					
32 Increase (decrease) in unrestricted net assets	-	-	-	-	-
33					
34 Temporarily restricted net assets					
35 Assessment income	5,109,799.10	5,106,375.65	15,331,494.65		
36 Investment return					
37 Interest Income from late Assessments	942.52	56.25	1,568.84		
38 Interest Income - Investments	2,100.61	5,196.21	12,228.45		
39 Unrecognized gain / (loss) on investments	-	-	-		
40 Recognized gain/loss on investments	-	-	-		
41 Net assets released from restrictions					
42 Remittance to the State of New Hampshire	-	-	-	18,819,145.00	18,819,145.00
43 Assets released for operations	(45,137.53)	(36,905.97)	(121,317.40)		
44					
45 Increase in temporarily restricted net assets	5,067,704.70	5,074,722.14	15,223,974.54		
46					
47 Increase (decrease) in net assets	5,067,704.70	5,074,722.14	15,223,974.54		
48					
49 Net assets, beginning of period	4,344,050.80	9,411,755.50	4,344,050.80		
50					
51 Net assets, end of period	\$ 9,411,755.50	\$ 14,486,477.64	\$ 19,568,025.34		
88 Assessment quarter --- due on 08/15/17, 11/15/17, 02/15/18	6/30/2017	9/30/2017	12/31/2017		
89 Average child covered lives per month	165,381	165,228	165,544		
99 Assessment rate per child covered life	\$ 10.30	\$ 10.30	\$ 10.30		

May 30, 2018

Board of Directors and Management
New Hampshire Vaccine Association
c/o KidsVax, LLC
PO Box 1885
Concord, NH 03302-1885

We are pleased to confirm our understanding of the services we are to provide for New Hampshire Vaccine Association for the year ended June 30, 2018.

We will audit the financial statements of New Hampshire Vaccine Association, which comprise the statement of financial position as of June 30, 2018, the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements (the financial statements).

Audit Objective

The objective of our audit is the expression of an opinion about whether your financial statements are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles. Our audit will be conducted in accordance with auditing standards generally accepted in the United States of America and will include tests of your accounting records and other procedures we consider necessary to enable us to express such an opinion. We will issue a written report upon completion of our audit of New Hampshire Vaccine Association's financial statements. Our report will be addressed to the Board of Directors of New Hampshire Vaccine Association. We cannot provide assurance that an unmodified opinion will be expressed. Circumstances may arise in which it is necessary for us to modify our opinion or add an emphasis-of-matter or other-matter paragraph. If our opinion is other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed an opinion, we may decline to express an opinion or withdraw from this engagement.

Audit Procedures

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, tests of the physical existence of inventories, and direct confirmation of receivables and certain assets and liabilities by correspondence with selected individuals, funding sources, creditors, and financial institutions. We will also request written representations from the Organization's attorneys as part of the engagement, and they may bill you for responding to this inquiry. At the conclusion of our audit, we will require certain written representations from you about the financial statements and related matters.

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We will plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the Organization or to acts by management or employees acting on behalf of the Organization.



Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, there is a risk that material misstatements may exist and not be detected by us, even though the audit is properly planned and performed in accordance with U.S. generally accepted auditing standards. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements. However, we will inform the appropriate level of management of any material errors, any fraudulent financial reporting, or misappropriation of assets that comes to our attention. We will also inform the appropriate level of management of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

Our audit will include obtaining an understanding of the Organization and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. An audit is not designed to provide assurance on internal control or to identify deficiencies in internal control. Accordingly, we will express no such opinion. However, during the audit, we will communicate to you and those charged with governance internal control related matters that are required to be communicated under professional standards.

The audit documentation for this engagement is the property of Carew & Wells, PLLC and constitutes confidential information. However, we may be requested to make certain audit documentation available to the State of New Hampshire pursuant to authority given to it by law or regulation. If requested, access to such audit documentation will be provided under the supervision of Carew & Wells, PLLC personnel. Furthermore, upon request, we may provide copies of selected audit documentation to the State of New Hampshire. The State of New Hampshire may intend, or decide, to distribute the copies or information contained therein to others, including other governmental agencies.

Other Services

We will assist in preparing the financial statements of the Organization in conformity with U.S. generally accepted accounting principles based on information provided by you.

We will perform the services in accordance with applicable professional standards, including the Statements on Standards for Tax Services issued by the American Institute of Certified Public Accountants. The other services are limited to the financial statement and tax services previously defined. We, in our sole professional judgment, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities. We will advise management with regard to tax positions taken in the preparation of the tax return, but management must make all decisions with regard to those matters.

Management Responsibilities

You are responsible for designing, implementing, and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, including monitoring ongoing activities; for the selection and application of accounting principles; and for the preparation and fair presentation of the financial statements in conformity with U.S. generally accepted accounting principles. You are also responsible for making all financial records and related information available to us and for the accuracy and completeness of that information. You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the financial statements, (2) additional information that we may request for the purpose of the audit, and (3) unrestricted access to persons within the organization from whom we determine it necessary to obtain audit evidence.

Your responsibilities include adjusting the financial statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the Organization involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the Organization received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring the Organization complies with applicable laws and regulations.

With regard to the electronic dissemination of audited financial statements, including financial statements published electronically on your website, you understand that electronic sites are a means to distribute information and, therefore, we are not required to read the information contained in these sites or to consider the consistency of other information in the electronic site with the original document.

You agree to assume all management responsibilities for the tax services, financial statement preparation services, and any other nonattest services we provide; oversee the services by designating an individual, preferably from senior management, with suitable skill, knowledge, or experience; evaluate the adequacy and results of the services; and accept responsibility for them.

Engagement Administration, Fees, and Other

We understand that your employees will prepare all cash, accounts receivable, and other confirmations we request and will locate any documents selected by us for testing.

Karen M. Carew, CPA is the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign it. We will schedule our field work with management and expect to complete your information returns three weeks after our field work ends.

Our fees for the audit will be **\$8,500**, which includes 5 bound copies of the financial statements. You will also be billed for travel and other out-of-pocket costs such as report production, word processing, postage, etc. No additional expenses are estimated at this time. The fee estimate is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the engagement. If significant additional time is necessary, we will discuss it with you and arrive at a new fee estimate before we incur the additional costs. ***Our invoices for these fees will be due according to the following schedule: \$3,000 with the signed engagement letter, \$3,500 upon the start of fieldwork, and the balance of \$2,000 upon delivery of the draft financial statements.***

We appreciate the opportunity to be of service to you and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the enclosed copy and return it to us.

Very truly yours,

Carew & Wells, PLLC

Carew & Wells, PLLC

RESPONSE:

This letter correctly sets forth the understanding of New Hampshire Vaccine Association.

Signature: _____

Title: _____

Date: _____

NEW HAMPSHIRE VACCINE ASSOCIATION
Estimated Expense Budgets and Reference Data

** Budget information in last Assessment Setting worksheet approved by board **							2016/17 Budget Worksheet Items		
Line ↓	Column →	A	B	C	D	E	F		
			Financials	Projected to	Original	Budgets		Actuals	Projected
			5/31/2018	6/30/2018	Budget	Approved Budget	Proposed Budget	thru 5/31/17	thru 6/30/187
					for 06/30/18	for 2017/2018	for 2018/2019		
01.	Administrative Fees (KidsVax*)								
02.	Annual Comprehensive Services Base Fee	105,492	112,025	112,025		112,025 1	- 1	102,669	112,025
03.	Variable Compensation	-	-	12,447 2		12,447 2	- 2	-	7 -
09.	Subtotal	105,492	112,025	124,472		124,472	-	102,669	112,025
10.	Bank Fees & Service Charges	3,605	3,864	4,000 3		4,000 3	4,000 3	4,214	3 4,597
11.	Auditing Fees	8,500	8,500	9,000		9,000 5	9,000 5	8,500	8,500
12.	Legal Fees	23,120	27,216	15,000		15,000	15,000	5,921	6,459
13.	Public Information Expense	-	-	1,000 5		1,000 4	1,000 4		
14.	Insurance Expense (D&O)	5,458	5,458	8,000		8,000	8,000	5,458	5,954
15.	Publications	-	-	600		600	600		
19.	Subtotal	40,683	45,038	37,600		37,600	37,600	24,093	25,510
29.	Subtotal Administrative Costs	146,175	157,063	162,072		162,072	37,600	126,762	137,535
21.	Special Projects (as approved by board in advance)								
22.	TRICARE collections project	-	-	-		-	-	25,000	25,000
23.		-	-	-		-	-	-	-
24.		-	-	-		-	-	-	-
29.	Subtotal	0	0	0		0	0	25,000	25,000
99.	Total Administrative costs & Special Projects	\$ 146,175	\$ 157,063	\$ 162,072		\$ 162,072	\$ 37,600	151,762	162,535
22.	Budgeted for Bad Debt	-				to be set as part of assessment work	to be set as part of assessment work		
NOTES:									
1	2014 contract included \$50,000 supplement for setup of new system. Amount was \$115,000 with 2.75% cost adjustment each August 1. 10% of that is held back as variable compensation to secure acceptable performance, requiring board vote to approve.								
2	10% of each year's base held back and awarded pursuant to "Variable Compensation" upon board vote.								
3	Fees for quarterly investment analysis and fees for monthly lockbox analysis.								
4	Two template compilations, photo expenses for current NHVA template, PowerPoint templates.								
5	Based upon engagement letter for \$8,500 audit fee + \$500 for out-of-pocket fees.								

BOARD OF DIRECTORS

Insurer Representatives [RSA 126-Q:3, III.(a)]

Jason Margus, F.S.A., M.A.A.A.
Anthem Blue Cross & Blue Shield
1155 Elm Street, Suite 200
Manchester, NH 03101-1505

Telephone: 603-541-2021
E-mail: Jason.margus@anthem.com

Sean Lyons
Senior Contract Manager
CIGNA Health Care
Two College Park
Hooksett, NH 03106

Telephone: 860.907.6765
E-mail: sean.lyons@Cigna.com

Susan Tenney
Manager, Network Contracting
Harvard Pilgrim Health Care-NE
650 Elm Street, 7th Floor
Manchester, NH 03101

Telephone: 603-656-9594
Facsimile: 603-656-9565
E-mail: Susan_Tenney@hphc.org

Healthcare Provider Representatives [RSA 126-Q:3, III.(b)]

Patricia M. Edwards, M.D.
Concord Pediatrics
Pillsbury Medical Office Building
248 Pleasant Street, Suite 1700
Concord, NH 03301

Telephone: 603-224-1929
E-mail: drpatedwards@yahoo.com

David Fredenburg, M.D.
27 Hazelwood Road
Hudson, NH 03051

Telephone: 603-598-0996
Cell: 603-321-6664
E-mail: fredenburg.david@gmail.com

Governmental Representatives [RSA 126-Q:3, III.(c)&(d)]

David Sky, F.S.A., M.A.A.A.
Life, Accident and Health Actuary
New Hampshire Insurance Department
21 South Fruit Street, Suite 14
Concord, NH 03301

Telephone: 603-271-2506
Facsimile: 603-271-1406
E-mail: David.Sky@ins.nh.gov

Elizabeth R. Daly, MPH
Chief, Bureau of Infectious Disease Control
New Hampshire Department of Health and Human Services
29 Hazen Drive
Concord, NH 03301-6504

Telephone: 603-271-4927
Facsimile: 603-271-0545
E-mail: Elizabeth.Daly@dhhs.nh.gov

Representatives of Self-Insured Entities [RSA 126-Q:3, III.(e)]

[Currently vacant]
(Appointed by the Governor and Council)

Members of the Public [RSA 126-Q:3, III.(f)&(g)]

Edward P. Moran
Former State Legislator
19 Ministerial Road
Bedford, NH 03110
(Appointed by the Speaker of the House)

Telephone: 603-472-5912 x2016
E-mail: edpmoran@gmail.com

Laura Condon
12 Brick Mill Road
Bedford, NH 03110
(Appointed by the President of the Senate)

Telephone: 603-471-0787
E-mail: vaxchoicenh@gmail.com

NEW HAMPSHIRE GOVERNMENTAL AUTHORITIES

NH Department of Health & Human Services

Jeffrey A. Meyers, Commissioner
NH Dept. of Health & Human Services
129 Pleasant Street
Concord, NH 03301

Telephone: 603-271-4331
Facsimile: 603-271-4912
Assistant: Kathleen Henderson 603-271-4334
E-mail: kHenderson@dhhs.state.nh.us

NH Insurance Department

Roger A. Sevigny, Commissioner
New Hampshire Insurance Department
21 South Fruit Street, Suite 14
Concord, NH 03301-2430

Telephone: 603-271-2261
Facsimile: 603-271-7851
E-mail:
Assistant: Sandy Barlow 603-271-7973 x 202

KidsVax®

Nicole G. Price, Esquire
P.O. Box 1885
Concord, NH 03302-1885

Telephone: 844-459-9102 (Direct Line)
Facsimile: 844-459-9102 (Direct Fax)
E-mail: NPrice@KidsVax.org

Claire M. Roberge
P.O. Box 1885
Concord, NH 03302-1885

Telephone: 855-556-4102 (Direct Line)
Facsimile: 855-556-4102 (Direct Fax)
E-mail: CRoberge@KidsVax.org

Heather Veen
P.O. Box 1885
Concord, NH 03302-1885

Telephone: 855-556-4103 (Direct Line)
Facsimile: 855-556-4103 (Direct Fax)
E-mail: HVeen@KidsVax.org

Matthew Miller
P.O. Box 1885
Concord, NH 03302-1885

Telephone: 844-459-9101 (Direct Line)
Facsimile: 844-459-9101 (Direct Fax)
E-mail: MMiller@KidsVax.org

Supporting Independent Contractors

Peter Smith, CPA
Financial Analyst
7856 Rysdale Street
Niagara Falls, Ontario, Canada L2H 1G4

Telephone: 703-598-9975
E-mail: PSmith@KidsVax.org

Larry Hart
BerryDunn
254 Commercial Street, 2nd Floor
Portland, ME 04101

Telephone: 207-523-8692
E-mail: LHart@berrydunn.com

BOARD GOVERNANCE ROLES

Officers

Chair: Susan Tenney
Vice-Chair: David Sky
Treasurer: David Fredenburg, M.D.
Secretary: Vacant

Finance/Audit Committee

David Fredenburg, M.D. – Chairman
Susan Tenney – Vice-Chair
David Sky
Laura Condon
Jason Margus

Legislative Task Force

Susan Tenney
David Sky (or his designee)
Mark McCue, Esq. (provide legal counsel)

Governance Committee

David Sky – Chairman
Susan Tenney
Laura Condon
Mark McCue, Esq. (provide legal counsel)

Assessment Process Improvement Task Force

David Sky – Chairman
Susan Tenney
Jason Margus
Laura Condon
Dolores Cooper, DHHS Finance Representative

**N.H. RSA 126-Q:1—Q:9
NEW HAMPSHIRE VACCINE ASSOCIATION**

[N.H. RSA 126-Q as amended by HB664 (2013 legislative session)]

126-Q:1 Definitions.

In this chapter:

- I. “Assessable coverage” means:
 - (a) Health coverage as defined in RSA 420-G:2, IX;
 - (b) Stop loss coverage that conforms with RSA 415-H:3, or other group excess loss insurance purchased against the risk that any particular claim, or total liability, will exceed a specified dollar amount; or
 - (c) Group health plan, as defined by 42 U.S.C. 300gg-91(a).
- II. “Assessable entity” means any:
 - (a) Health maintenance organization, as defined by RSA 420-B:1, VI.
 - (b) Third party administrator, as defined by RSA 402-H:1, I.
 - (c) Entity providing administrator services and required to register with the insurance commissioner under RSA 402-H:11-a or RSA 402-H:11-b.
 - (d) Insurance company licensed pursuant to RSA 401:1, IV.
 - (e) Health service corporation, as defined by RSA 420-A:1, III.
- III. “Assessable lives” means all children under 19 years of age residing in the state who have assessable coverage written or administered by an assessable entity, with the exception of children whose vaccines are paid for under the federal Vaccines for Children program, established under 42 U.S.C. section 1396s.
- IV. “Assessment” means the assessable entity’s liability with respect to childhood vaccines determined in accordance with this chapter. For purposes of rate setting and medical loss ratio calculations, all association assessments are considered pharmaceutical or medical benefit costs and not regulatory costs. In the event of any insolvency or similar proceeding affecting any payer, assessments shall be included in the highest priority of obligations to be paid by or on behalf of such payer.
- V. “Association” means the New Hampshire vaccine association.
- VI. “Board” means the board of directors of the New Hampshire vaccine association.
- VII. “Commissioner” means the commissioner of the department of health and human services.
- VIII. “Estimated vaccine cost” means the estimated cost to the state over the course of a state fiscal year of the purchase, distribution, and administration of vaccines purchased at the federal discount rate by the department of health and human services.
- IX. “Provider” means a person licensed by this state to provide health care services to persons or a partnership or corporation made up of those persons.
- X. “Total non-federal program cost” means the estimated vaccine cost less the amount of federal revenue available to the state for the purchase, distribution, and administration of vaccines.

- XI. “Vaccine” means any preparations of killed microorganisms, living attenuated organisms, or living fully virulent organisms that are approved by the federal Food and Drug Administration and recommended by the Advisory Committee on Immunization Practices of the Centers for Disease Control and Prevention and have been authorized by the commissioner of the department of health and human services for administration to children of the state of New Hampshire under the age of 19 years for the purposes of producing or artificially increasing immunity to particular life-threatening and disabling diseases.

126-Q:2 Creation of Association.

There is hereby created a nonprofit corporation to be known as the New Hampshire vaccine association. The association is formed to assess assessable entities for the cost of vaccines provided to certain children in New Hampshire.

126-Q:3 Powers and Duties

- I. The New Hampshire vaccine association shall be comprised of all assessable entities.
- II. The New Hampshire vaccine association shall be a not-for-profit, voluntary corporation under RSA 292 and shall possess all general powers of a not-for-profit corporation.
- III. The board of directors shall include:
- (a) Three representatives selected from the assessable entities currently writing, maintaining child, or administering assessable coverage through a voting process where votes are based on assessable lives. The plan of operation shall provide details for this selection process.
 - (b) Two health care provider representatives appointed by the commissioner.
 - (c) The commissioner of the department of health and human services, who shall serve as an ex-officio member.
 - (d) The commissioner of the department of insurance who shall serve as an ex-officio member.
 - (e) One member appointed by the governor and council who shall represent self-insured entities.
 - (f) One public member appointed by the speaker of the house of representatives.
 - (g) One public member appointed by the president of the senate.
- IV. The directors' terms and appointments shall be specified in the plan of operation adopted by the New Hampshire vaccine association.
- V. The board of directors of the association shall:
- (a) Prepare and adopt articles of association and bylaws.
 - (b) Prepare and adopt a plan of operation.

- (c) Submit the plan of operation to the commissioner of insurance for approval after the consultation with the commissioner.
- (d) Conduct all activities in accordance with the approved plan of operation.
- (e) On an annual basis, no later than November 1 of each year, establish the amount of the assessment for the succeeding year.
- (f) Enter into contracts as necessary or proper to collect and disburse the assessment.
- (g) Enter into contracts as necessary or proper to administer the plan of operation.
- (h) Sue or be sued, including taking any legal action necessary or proper for the recovery of any assessment for, on behalf of, or against members of the association or other participating person.
- (i) Appoint from among its directors, committees as necessary to provide technical assistance in the operation of the association, including the hiring of independent consultants as necessary.
- (j) Determine an assessment amount and collect payments from assessed entities in accordance with RSA 126-Q:4.
- (k) Submit an annual report to the commissioner of insurance, in a manner and form determined by the commissioner, listing the association membership base, providing a count of assessable lives by assessable entity, identifying changes in assessable lives by assessable entity, describing the collection of assessments, listing payment delinquencies, and containing such other related information as the commissioner may require.
- (l) Allow each assessable entity up to 45 days after the closing of each calendar quarter to report its assessable lives and remit its corresponding assessment amount as calculated pursuant to RSA 126-Q:4.
- (m) Collect assessments from assessable entities as calculated under RSA 126-Q:4 and deposit said assessments less the association's administrative costs annually and reserves with the state treasurer to the credit of the vaccine purchase fund established pursuant to RSA 141-C:17-a. At the written request of the association following a majority vote of the board of directors, any funds forwarded to the state treasurer for the vaccine purchase fund remaining unexpended for childhood vaccines, shall promptly be returned to the association.
- (n) Be authorized to enter into one or more agreements with other applicable authorities in surrounding states to reduce the risk of duplicate assessments and to assure availability of vaccines for children who are residents of this state but who receive vaccination services in other states. Any costs relating to any such agreement shall be considered additional vaccine costs of the program for purposes of determining the association's assessments.
- (o) Adopt procedures by which affiliated assessable entities calculate their assessment on an aggregate basis and procedures to ensure that no assessable life is counted more than once. Unless otherwise determined by the board, the assessable entity responsible for the payment of the

provider's administrative costs for childhood vaccines shall be the entity responsible for reporting assessable lives and payment of the corresponding assessment.

- (p) Submit an annual report regarding the association's activities, its financial reports, and any newly-approved vaccines adopted by the department of health and human services to the president of the senate, the speaker of the house of representatives, and the governor.
- (q) Perform any other functions as may be necessary or proper to carry out the plan of operation.

126-Q:4 Assessment Determination.

- I. The board shall determine an assessment for each assessable entity in accordance with this section, except that no assessment shall be made based on children excluded from assessable lives whose vaccines are paid for under the federal Vaccines for Children program, established under 42 U.S.C. section 1396s. An assessment determination made pursuant to this section is a pharmaceutical cost and not a regulatory cost for purposes of calculating the carrier's medical loss ratio.
- II. In determining the assessment amount, the board shall:
 - (a) Estimate the total non-federal program cost for the succeeding year;
 - (b) Add its anticipated operating costs for the succeeding year and such additional working capital reserves as may be established by the board from time to time;
 - (c) Add a reserve of up to 10 percent of the anticipated cost under subparagraph (a) for unanticipated costs associated with providing vaccines to children covered; and
 - (d) Subtract the amount of any unexpended assessments collected in the preceding year along with any unexpended interest accrued to the fund during the preceding year.
- III. The board shall include in its plan of operations, details regarding the timing for assessment collections, and the form and format assessable entities shall use to calculate assessments.
- IV. The board shall include in its plan of operation details regarding payment due dates, grace periods, late payment fees, interest, and other details regarding the collection of assessments.
- V. The board may determine an interim assessment for new vaccines or unanticipated shortfalls in the association's ability to meet childhood vaccine funding needs. The board shall calculate the interim assessment in accordance with paragraph II, and the interim assessment is payable the calendar quarter that begins no less than 30 days following the establishment of the federal contract price. The board shall not impose more than one interim assessment per year, except in the case of a public health emergency declared in accordance with state or federal law.
- VI. In the event that the association discontinues operation for any reason, any unexpended assessments, including unexpended funds from prior assessments in

updated RSA 126-Q

the state vaccine purchase fund, shall be refunded to payees in proportion to the respective assessment payments by payees over the most recent 8 quarters prior to discontinuation of association operations.

126-Q:5 Powers and Duties.

In addition to the duties and powers enumerated elsewhere in this chapter:

- I. The commissioner of insurance shall, after notice from the association, issue a show cause order to any assessable entity that fails to comply with the association's plan of operation. In addition to late fees and other penalties imposed by the association, assessable entities may, after a finding of just cause, be subject to a minimum fine of \$5,000, a maximum fine of 25 percent of the total amount of delinquent assessments, and licensure suspension.
- I-a. The insurance commissioner shall annually review the assessment report required under RSA 126-Q:3, V(k) to ensure that all assessable entities are participating in the association and that all assessable entities have accurately reported assessable lives. The association shall remedy any problem identified by the commissioner with respect to assessable entities and assessable lives.
- II. The commissioner and the commissioner of insurance may adopt rules, pursuant to RSA 541-A, as necessary to carry out the purposes of this chapter.

126-Q:6. Examinations and Annual Reports

The board of directors shall submit to the commissioner, no later than 120 days after the close of the association's fiscal year, a financial report in a form approved by the commissioner.

126-Q:7. Exemption From Taxes

The association shall be exempt from payment of all fees and all taxes levied by this state or any of its subdivisions, except taxes levied on real property.

126-Q:8. Immunity From Liability

There shall be no liability on the part of and no cause of action of any nature shall arise against any association member or its agents or employees, the association or its agents or employees, members of the board of directors, or the commissioner or the commissioner's representatives, for any action or omission by them in the performance of their powers and duties under this chapter.

126-Q:9. Severability of Chapter

If any provisions of this chapter or the application thereof to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of the chapter which can be given effect without the invalid provisions or applications, and to this end the provisions of this chapter are severable.

Meeting Schedule - 2018

January 2018			
Audit Committee Meeting Board of Directors Meeting	Wednesday, January 24, 2018	KidsVax®, LLC Concord	8:30 – 9:15 a.m. 9:30 – 11:30 a.m.
March 2018			
Audit Committee Meeting Annual Board of Directors Meeting	Wednesday, March 21, 2018	KidsVax®, LLC Concord	8:30 – 9:15 a.m. 9:30 – 11:30 a.m.
June 2018			
Audit Committee Meeting Board of Directors Meeting	Wednesday, June 20, 2018	KidsVax®, LLC Concord	8:30 – 9:15 a.m. 9:30 – 11:30 a.m.
September 2018			
Audit Committee Meeting Board of Director Meeting	Wednesday, September 26, 2018	KidsVax®(R), LLC Concord	8:30 – 9:15 a.m. 9:30 – 11:30 a.m.
October 2018			
Board of Directors Meeting (if needed)	Wednesday, October 24, 2018	Teleconference & In-Person at KidsVax®	8:30 – 10:00 a.m.

NHVA 2017 Calendar: Year at a Glance

Jan	Feb	Mar	April	May	June	July	Aug	Sept	Oct	Nov	Dec
<p style="color: red; font-weight: bold;">Publish Q2 Quarterly Financial Report</p> <p style="color: blue;">Board Meeting</p> <p>Ethics Affirmation Statements Due</p>	<p style="color: green;">Quarterly Assessment</p>	<p style="color: blue;">Audit Committee Meeting</p> <p style="color: blue;">Board Meeting</p>	<p style="color: red; font-weight: bold;">Publish Q3 Quarterly Financial Report</p>	<p style="color: green;">Quarterly Assessment</p>	<p style="color: blue;">Audit Committee Meeting</p> <p style="color: blue;">Annual Board Meeting</p> <p>Conflict of Interests Statements Due</p>		<p style="color: green;">Quarterly Assessment</p> <p style="color: red; font-weight: bold;">Publish Q4/FYE Annual Financial Report</p>	<p>Draft VaxFacts</p> <p style="color: blue;">Audit Committee Meeting</p> <p style="color: blue;">Board Meeting to Set Assessment Rates</p>	<p style="color: red; font-weight: bold;">Publish Q1 Quarterly Financial Report</p> <p style="color: blue;">Board Meeting if needed (TBD)</p> <p>Submit to DHHS Comm. Financial reports from FYE</p> <p>Annual (k) Report to Comm. of Insurance</p> <p>Notify Payers of New Rate as of 1/1/17</p>	<p style="color: green;">Quarterly Assessment</p>	<p>Annual (p) Report to the Governor, Senate President & Speaker of the House</p>

NHVA 2017 Quarterly Meeting Calendar

First Quarter

January	February	March
<p>Publish Q2 Quarterly Financial Report</p> <p>Jan 19: Board Meeting</p> <p>New Assessment Rate Effective January 1</p>	<p>Feb 15: Quarterly Assessment</p>	<p>Mar 21: Audit Committee Meeting</p> <p>Mar 21: Board Meeting</p>
<p>Other Activities</p> <p>1. Complete Annual Ethics Affirmation</p>	<p>Other Activities</p>	<p>Other Activities</p>

Second Quarter

April	May	June
<p>Publish Q3 Quarterly Financial Report</p>	<p>May 15: Quarterly Assessment</p>	<p>Jun 20: Audit Committee Meeting</p> <ol style="list-style-type: none"> 1. NHVA Expense Budget for 2016/2017 2. Review letter of engagement for Carew & Wells, auditors <p>Jun 20: Annual Board Meeting</p> <ol style="list-style-type: none"> 1. Report on Proxy Submissions 2. Count and Certify Votes for 3 representatives of Assessable Entities under HB664 3. Adjourn Annual Meeting 4. Review collection results 5. Recommend next year's expense budget 6. Select Directors for term beginning September 1 7. Elect Officers & Appoint Committees 8. Review Report of Administrator for year's operations 9. Review Discharge of Director Duties
<p>Other Activities</p>	<p>Other Activities</p> <ol style="list-style-type: none"> 1. Work with auditor on FYE 06/30/2016 audit. 	<p>Other Activities</p> <ol style="list-style-type: none"> 1. Conflict of Interests Statements Due

Third Quarter

July	August	September
	<p>August 15: Quarterly Assessment Publish Q4/FYE Financial Report</p>	<p>Sep 26: Audit Committee Meeting with outside auditor</p> <ol style="list-style-type: none"> 1. Review audit report 2. Executive Session <p>Sep 26: Board Meeting</p> <ol style="list-style-type: none"> 3. Accept audit report & authorize release of prior year's financials 4. Set assessment rate for 2018 5. Executive Session (Administrator's personnel excused) 6. Review 2018 calendar dates
<p>Other Activities</p> <ol style="list-style-type: none"> 1. Work on FYE 06/30/2016 audit. 	<p>Other Activities</p> <ol style="list-style-type: none"> 1. Work on Assessment Setting 	<p>Other Activities</p> <ol style="list-style-type: none"> 1. Draft annual report in condensed "VaxFacts" format 2. Work on Annual (k) report

Fourth Quarter

October	November	December
<p>Publish Q1 Quarterly Financial Report</p> <ol style="list-style-type: none"> 1. Submit to DHHS Commissioner the financial reports from fiscal year end (126-Q:6) <p>Annual (k) Report to Commissioner of Insurance</p> <ol style="list-style-type: none"> 2. Association membership base 3. Count of assessable lives by assessable entity 4. List of payment delinquencies <p>October 19: Board Meeting if needed</p> <ol style="list-style-type: none"> 1. Review Fiscal Year Cost Savings Analysis 	<p>November 15: Quarterly Assessment</p>	<p>Annual Report - Governor, Senate President & Speaker of the House</p> <ol style="list-style-type: none"> 1. Association activities 2. Financial reports 3. Newly offered vaccines
<p>Other Activities</p> <ol style="list-style-type: none"> 1. Notify payers of new rate effective January 1. 	<p>Other Activities</p> <ol style="list-style-type: none"> 1. Work on Annual Report for Governor, Senate President & Speaker of the House 	<p>Other Activities</p> <ol style="list-style-type: none"> 1. Work on Annual Report for Governor, Senate President & Speaker of the House 2. Website Review

June 20, 2018
Proposed Form of Votes

The following are suggested forms of votes only. They are intended to be an aid to facilitate work by individual directors. All board policy and the final form of votes is exclusively the province of the Board acting collectively as a Board of Directors.

Items under Agenda Section 2:

VOTED: To approve the Board Meeting minutes of the March 22, 2018 meeting.

[To approve the Board Meeting minutes of the March 22, 2018 meeting with the changes suggested at this meeting.]

Items under Agenda Section 3:

VOTED: To approve the slate of officers for both the Board of Directors and Audit Committee as listed in the Board packet.

[To approve the slate of officers for both the Board of Directors and Audit Committee as listed in the Board packet with the changes suggested at this meeting.]

Items under Agenda Section 4:

VOTED: To approve the Audit Committee's recommendation of 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.

[To approve the Audit Committee's recommendation of 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 subject to the changes suggested at this meeting.]

VOTED: To approve the Audit Committee's recommendation of the NHVA Expense Budget for 2018/2019.

[To approve the Audit Committee's recommendation of the NHVA Expense Budget for 2018/2019 subject to the changes suggested at this meeting.]

DIRECTIONS TO KIDSVAX®

125 North State Street [at the corner of North State Street and Franklin Street], Concord, NH
Please call (603) 491-8044 or (855) 556-4103 with questions.

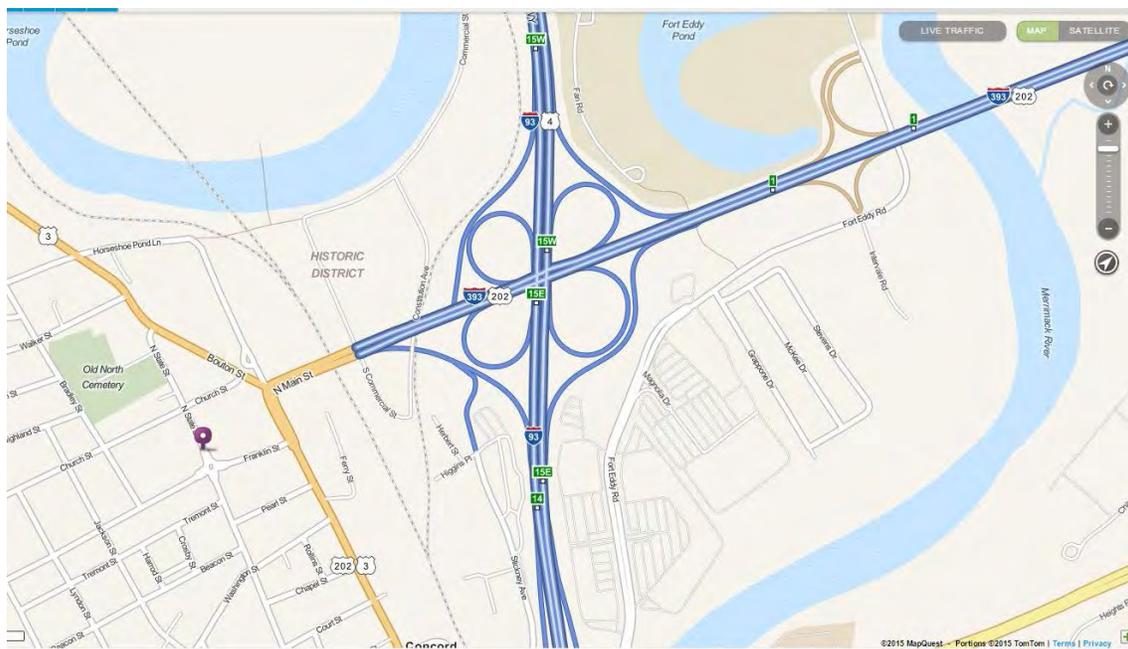
From the North:

- Take I-93 South.
- Merge onto US-202 W via Exit 15W toward US-3/North Main Street/Downtown.
- Turn left at the traffic lights onto North Main Street/US-3/US-202 W.
- Take the first right onto Franklin Street (Friendly's Restaurant is on the corner).
- At the rotary on Franklin and North State Streets, proceed half way around the rotary onto Franklin Street.
- Take the first right into the parking lot. KidVax® is located in the yellow Victorian house on the corner of Franklin and North State Streets.

From the South:

- Take I-93 North.
- Merge onto US-202 W via Exit 15W toward US-3/North Main Street/Downtown.
- Turn left at the traffic lights onto North Main Street/US-3/US-202 W.
- Take the first right onto Franklin Street (Friendly's Restaurant is on the corner).
- At the rotary on Franklin and North State Streets, proceed half way around the rotary onto Franklin Street.
- Take the first right into the parking lot. KidVax® is located in the yellow Victorian house on the corner of Franklin and North State Streets.

Please click here for further details: <http://mapq.st/1DAoTFC>



Webex Instructions

You received an email from GotoWebinar notifying you of the upcoming NHVA Board meeting. That email along with the instructions below will help you access the webinar for the meeting. KV has modified the webinar system for your convenience.

Using the Computer and the Computer Audio

If you are in your office/home using your computer and your computer's audio, please follow the instructions in the GotoWebinar (KidsVax Scheduler) email by clicking on the link to register/log into the webinar. That is all you have to do to hear, be heard, and see the documents presented at the meeting.

Using Computer and Phone Audio

If you are in your office/home using your computer and **NOT** using your computer's audio, please click on the link in the email you received to register/log in and follow the dial in instructions for phone: dial the number and then enter the access code. You will be able to hear, be heard and see the documents presented at the meeting.

Please mute your computer's audio, so there is not an echo or feedback when you are speaking on the phone.

Mobile Phone Only

If you are mobile and only using the phone, please use the phone number and access code given in the GoTo Webinar Email (KidsVax Scheduler).

You will be able to speak and be heard. Please understand that we will have no control over your audio in this scenario. Please mute your phone to limit background noise until you want to speak.

For those attending in person, please disregard all the above instructions.

If you have any issues the day of the meeting with audio or visual, please contact Matt Miller, mmiller@kidsvax.org or 603.237.1346.