

**NEW HAMPSHIRE VACCINE ASSOCIATION**

***Board of Directors - Execution Session Minutes  
01/16/19***

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 10:55 a.m. to discuss a request by the NHVA's Administrator, Helms & Company, for additional compensation for work performed under its contract with NHVA (the "Administrator Contract").

The Board discussed the nature of the request and the circumstances under which the additional work was required. Attorney McCue described the amendment to the KidsVax contract for the transition period, and certain of the Administrator Contract provisions. The Board discussed whether the additional work was included within the Administrator Contract scope of services and existing compensation provisions, and sought to understand the nature of a previous payment to Helms. The Board concluded that the work was in addition to the scope of services required under the Administrator Contractor, that NHVA will benefit from such work and that the requested compensation is reasonable, although the Board noted that any future requests for additional compensation should be reviewed and approved by the Board prior to the performance of any additional services.

Upon a motion duly made and seconded, the Board unanimously

VOTED: To reimburse Helms & Company an amount of \$15,000 in addition to the compensation required under the Administrator Contract to offset some of the costs of redesigning the assessment process and tools.

There was no other business for executive session.

By unanimous roll call vote, the Board voted to end the executive session at 11:20 a.m., and then the Board voted to close the meeting.

Respectfully submitted,

*Mark S. McCue*

Secretary pro tem