

DRAFT

MINUTES

Annual Meeting and Board of Directors Meeting

June 19, 2019

9:00 a.m.

Presiding Officer: Susan Tenney, Chair

Both the Annual Meeting and a meeting of the of the Board of Directors of the New Hampshire Vaccine Association (NHVA) were held in person at the offices of Helms & Company, Inc. in Concord, NH with a quorum present.

The meeting was called to order by Susan Tenney, Chair, at 9:06 a.m.

I. Welcome and Introductions

Attendance – The following individuals attended the meeting, including by phone (P) as indicated:

Committee Members:

Susan Tenney, HPHC, Chair
Elizabeth Daly, NH DHHS
Jason Margus, Anthem
Edward Moran, Public Member, Vice-Chair (9:26 a.m. arrival)
Lorraine Radick, Public Member (P)
Janice Valmassoi, MD, Healthcare Provider

Committee Members Excused:

Patricia Edwards, MD, Healthcare Provider
Sean Lyons, Cigna, Secretary
David Sky, NHID

Other Attendees & Administrative Staff:

Patrick Miller, Helms & Company, Inc.
Erin Meagher, Helms & Company, Inc.
Keith Nix, Helms & Company, Inc.
Jennifer Doran, Esq., Hinckley Allen

Members of the Public:

Kelly Anderson, Penacook, Member of the Public (P)
Lorie Bender, Hopkinton, Member of the Public
Rep. Linda Camarota, Bedford, Member of the Public (P)
Lisa Capellan, Bedford, Member of the Public
Laura Condon, Bedford, Member of the Public
Virginia Costa, Methuen, MA, Member of the Public
Heather Entenmann, Associate Director, Merck (P)
Cayley Guthrie, New Ipswich, Member of the Public
Dawn Guthrie, Milford, Member of the Public
Sam Hughes, Manchester, Member of the Public
Amy Johnson, Litchfield, Member of the Public
Jessica Kliskey, Stratham, Member of the Public
Kathleen LaBonte, Henniker, Member of the Public
Fern McLeod, Mont Vernon, Member of the Public
Thomas McLeod, Mont Vernon, Member of the Public
Nicole Nordlund, Madison, Member of the Public
Stephanie Richards, Hooksett, Member of the Public
Cheryl Rounds, Derry, Member of the Public
Holly Ruocco, DC, Chester, Member of the Public
John Schmitt, Keene, Member of the Public
Caroline Simmonds, Manchester, Member of the Public (P)
Claudia Sinclair, Nashua, Member of the Public (P)
Tatian Taranov, Esq., Londonderry, Member of the Public (P)
Larisa Trexler, RN, Stoddard, Member of the Public
Courtney Warren, Brookline, Member of the Public
Three other phone participants that did not self-identify

Ms. Tenney welcomed everyone and introduced Lorraine Radick, new Public Member representative on the Board. Ms. Tenney thanked Laura Condon for her years of dedicated service to the NHVA Board of Directors. Mr. Miller and Ms. Condon both announced they were recording the meeting. Ms. Condon and Mr. McLeod also videotaped the meeting as members of the public.

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II. Annual Meeting

Ms. Tenney asked Mr. Miller for an update on the proxy process for the three insurer representative seats for the coming year. Mr. Miller reported that of the 41 proxies issued, responses were received from 21 Assessable Entities who indicated they were abstaining or not participating in the vote. Thirteen Assessable Entities returned their proxy cards with votes cast and seven did not reply. Of the 13 proxy cards received, a total of 398,701 (80%) child covered lives were represented in the vote. The results by Nominee were:

<u>Nominee (Insurer)</u>	<u>Votes Received</u>
Susan Tenney (Harvard Pilgrim)	141,685
Jason Margus (Anthem)	118,757
Sean Lyons (Cigna)	118,757
Beth Anne Ptak (Meritain)	19,503
Geraldine Vaughan (Tufts Freedom Plan)	0

As a result, the three Board members currently holding positions representing the three insurer seats will remain on the Board representing Anthem, Cigna, and Harvard Pilgrim. Confirmation was obtained by Mr. Miller that Ms. Tenney, Mr. Margus, and Mr. Lyons all have agreed to continue in their roles on the Board of Directors.

The annual meeting was adjourned at 9:15 am.

III. Annual Board Meeting

Per Sections 4 and 7 of the organization’s bylaws, Mr. Miller confirmed the following Board members have agreed to continue in their roles for the term of August 1, 2019 to July 31, 2020:

- Susan Tenney – Board Chair
- Edward Moran – Board Vice Chair
- David Sky - Treasurer
- Sean Lyons – Secretary

Mr. Miller confirmed the following Board members have agreed to continue to serve as Audit Committee Members:

- David Sky – Committee Chair
- Susan Tenney – Committee Vice Chair
- Beth Daly
- Jason Margus

VOTE RECORDED: *On a motion by Ms. Daly, seconded by Mr. Margus, it was unanimously*
VOTED: *To appoint both the Slate of Officers for the Board of Directors and the members of the Audit Committee as presented effective August 1, 2019 through July 31, 2020.*

Attorney Doran, representing Hinckley Allen & Snyder in Attorney Mark McCue’s stead, administered the *Oath of Office* for Board Members present and on the phone. Each Board Member was provided an Oath of Office document to be signed and returned to Ms. Meagher.

71 Ms. Tenney asked each Board Member to complete the *Policy Governing Conflict of Interest* document provided in
 72 the meeting packet and return them to Ms. Meagher. Mr. Miller advised a signature page was added to the
 73 document including a section to record the disclosure of any potential conflicts Board Members may have.

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 75 Both the *Oath of Office* and the *Policy Governing Conflict of Interest* documents will be kept on file with the NHVA
 76 corporate documents.
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78 Mr. Miller reminded the group that the Board seat representing the self-insured entities has been vacant for a
 79 number of years. Per the Board’s direction earlier this year, Mr. Miller reached out to multiple entities to seek
 80 nominees including the New Hampshire Purchasers Group on Health; New Hampshire Interlocal Trust; HealthTrust,
 81 Inc.; and Meritain Health. The objective was to find a representative of self-insured entities. Meritain Health had
 82 previously expressed interest. The NH Purchasers Group on Health members declined to submit a name for
 83 consideration at this time, and while the Interlocal Trust did submit a name, it was ultimately retracted due to a
 84 management change. The names of Wendy Parker, Executive Director of HealthTrust and Beth Anne Ptak, Surcharge
 85 and Assessment Consultant of Meritain Health were submitted for consideration by the Governor and Executive
 86 Council. It is anticipated that Wendy Parker will be chosen to serve on the Board as her name was submitted to the
 87 Governor and Executive Council by the Governor’s office at the June 5, 2019 meeting. The Governor and Executive
 88 Council meets this morning, and Mr. Miller expects to hear their decision this afternoon. Mr. Miller will notify the
 89 Board and update the website once we learn of the Governor and Executive Council’s vote.
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92 **IV. Review and Acceptance of the March 6, 2019 Board Meeting Minutes**
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94 Mr. Miller referenced the minutes in the meeting packet. The following edits to the March 6, 2019 board
 95 meeting were submitted to Mr. Miller prior to today’s meeting:

- 96 ■ Page 8 of the packet, line 31, replace the word “immunization” with the word “vaccination.” This change
 97 would be on line 19 of the actual meeting minutes document.
- 98 ■ Page 9 of the packet, line 46, remove Edward Moran’s vote as he was not in attendance for this vote.
- 99 ■ Page 9 of the packet, line 59, add a roll call vote as follows:

	<u>Yes</u>	<u>No</u>
100		
101		X
102	X	
103	X	
104	X	
105	X	
106	X	
107	X	
108	X	
109	X	

110 After discussion, all proposed changes were agreed to, and no other changes were suggested.
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112 **VOTE RECORDED:** *On a motion by Mr. Margus, seconded by Ms. Daly, by roll call it was*
 113 **VOTED:** *To accept the March 6, 2019 meeting minutes with the edits outlined above.*

	<u>Yes</u>	<u>No</u>
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115	X	
116	X	
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V. Executive Director Report

Mr. Miller stated that during the September 26, 2018 board meeting, \$9,234,656 was approved by the board members for the June 2019 annual payment from the NH Vaccine Association to the NH Department of Health and Human Services for vaccine purchases. He directed the Board to page 17 of the meeting packet where the approval was highlighted in the September 26, 2018 Board meeting minutes. He asked the Board to confirm this payment amount.

VOTE RECORDED: *On a motion by Mr. Margus, seconded by Dr. Valmassoi, it was unanimously*
VOTED: *To authorize a NH Department of Health and Human Services vaccine expense payment to the State of New Hampshire on June 19, 2019 in the amount of \$9,234,656, which was previously approved by the Board at the September 26, 2018 Board meeting.*

Mr. Miller directed the board members to the proposed administrative budget on pages 18 and 19 of the meeting packet. On April 11, 2019, the Audit Committee voted to recommend the proposed administrative budget be adopted by the full board. Mr. Miller stated that the one change since April 11, 2019 is that the legal fees will be adjusted downward from \$25,500 to \$25,000. Attorney McCue previously provided an *Engagement as Legal Counsel* letter outlining his fees and services. Mr. Miller referred the Board to the Audit Committee’s April 11, 2019 meeting minutes (page 32 in the packet), highlighting the vote and recommendation.

VOTE RECORDED: *On a motion by Ms. Daly, seconded by Mr. Margus, it was unanimously*
VOTED: *To accept the FY2020 administrative budget as presented, less \$500 for the line item for legal services.*

Mr. Miller discussed the Assessment Summary (page 24-26 in the meeting packet). This document was created to track changes from quarter to quarter and highlight remarkable situations that arise over the course of an assessment quarter. Highlights for the current quarter include:

- Drop in Assessable Entities from 176 the prior quarter to 151. 27 Permanent Zero filings were received plus 2 new registrations.
- Humana submits and pays the TRICARE rate cap through the online assessment portal. Martin’s Point is submitting their assessments through the portal at the current assessment rate and an additional payment is then received from TRICARE for the balance up to the TRICARE rate cap. Based upon discussions with TRICARE personnel, it is anticipated that the Martin’s Point full rate cap submission will be able to be automated through the NHVA payer portal by year’s end.
- There were no retroactive assessment submissions.
- There were no refund requests received.
- Covered lives increased by approximately 1%.

Mr. Miller directed the board members to the financial statement (pages 27 to 29) in the meeting packet. Mr. Miller reported that there were no remarkable financial transactions in the current quarter (end June 30, 2019). The assessment interest payment is recorded on the Statement of Cash Flow as a separate line item to reflect the Tufts interest payment of \$131,361.

Mr. Miller reported that the auditor, Karen Carew, CPA from Carew & Wells, is scheduled on site at Helms & Company, Inc. on July 15th through the 17th to conduct the annual audit. This is the same firm as recent, prior years.

Mr. Miller referenced the April 11th Audit Committee minutes (page 32) to outline a suggested procedure change. During the April 2019 Audit Committee meeting, Ms. Daly had questioned the administrative procedure and the

171 Board's role in approving over-budget expenses. After discussion, the Audit Committee voted to recommend a
172 procedural change where the Administrator would notify the board members when an expense was approaching
173 the budgeted amount for the current fiscal year for consideration of any additional appropriation of funds.
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175 **VOTE RECORDED:** *On a motion by Ms. Daly, seconded by Dr. Valmassoi, it was unanimously*
176 **VOTED:** *To accept the Audit Committee's recommendation made April 11, 2019, that the*
177 *Board adopt a procedural change that would require the Administrator to notify*
178 *the Board of Directors, within five days from the beginning of each month, if*
179 *expenses on any administrative budget line item approached the budgeted amount*
180 *so that the Board of Directors could determine the need to any additional*
181 *appropriate of funds.*
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184 **VI. Department of Health and Human Services (DHHS) Update**

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186 Ms. Daly reported DHHS spent approximately \$10M of NHVA funding for State FYTD 2019, and anticipated
187 \$12M-\$13M of spending through the end of the fiscal year. The books will be closed by mid-July. The current
188 Hepatitis A outbreak (138 total cases; 1 death; approximately 7-8 new cases each week) contributed to an
189 approximately 10% increase in adult and child vaccines over last year. This could have a financial impact in the next
190 State fiscal year.
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192 Ms. Tenney asked if there was an update to the cross-border issue with Maine and New Hampshire. Ms. Daly advised
193 it is still being considered by Maine, and would likely require a change to change current laws. There is also
194 consideration of Maine and New Hampshire signing a memorandum of understanding. At this time, Ms. Daly had no
195 further information to report.
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197 **VII. New Matters**

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199 Ms. Tenney asked the Board members if anyone had any new matters to discuss. No new matters were
200 identified.
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203 **VIII. Public Comments**

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205 Ms. Tenney opened up the floor to members of the public if they wished to comment. Ms. Condon shared
206 a prepared statement outlining her years of service as a Board member representing the public since 2014. Ms.
207 Condon shared an overview of her dedicated service to the Board of Directors, the parents she continues to hear
208 from with concerns for their children, and her intention to continue to advocate for members of the public. Amy
209 Johnson from Litchfield, Cayley Guthrie from New Ipswich, Claudia Sinclair from Nashua, and Cheryl Rounds from
210 Derry all spoke sharing their perspectives and personal stories of family members injured by vaccines and their
211 concerns about vaccine choice and pharmaceutical company incentives. State Representative Linda Camarota
212 stated that she appreciated learning about the NHVA and asked to learn more about how to participate. Mr. Miller
213 stated that he would follow up with Representative Camarota after the meeting.
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216 Ms. Tenney instructed the members of the public that if anyone had questions for the Board, that they should be
217 submitted to the NHVA Administrator and responses will be provided within five business days. Mr. Miller advised
218 the group he could be reached via the website – www.nhvaccine.org – using the info@nhvaccine.org email address.
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221 **VOTE RECORDED:** *On a motion by Ms. Daly, seconded by Dr. Valmassoi, by roll call it was*
 222 **VOTED:** *To move into Executive Session at 9:40 am.*

	<u>Yes</u>	<u>No</u>
224 <i>Beth Daly</i>	X	
225 <i>Jason Margus</i>	X	
226 <i>Edward Moran</i>	X	
227 <i>Lorraine Radick</i>	X	
228 <i>Susan Tenney</i>	X	
229 <i>Janice Valmassoi, MD</i>	X	

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 231 Ms. Tenney thanked the members of the public for joining the meeting. The conference call was disconnected and
 232 members of the public left the room.

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 235 **IX. Executive Session**

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 237 Helms & Company was invited to remain present for the first part of the Executive Session.

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 239 By unanimous roll call vote, the Board voted to end the Executive Session at approximately 10:00 a.m., and the Board
 240 voted all in favor to close the meeting.

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 243 Draft Board minutes respectfully submitted by
 244 Patrick Miller, Administrator,
 245 on behalf of Sean Lyons, Board Secretary
 246 June 19, 2019

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