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MINUTES
Annual Meeting and Board of Directors Meeting
June 17, 2020
9:00 – 11:00 a.m.
Presiding Officer: Susan Tenney, Chair

A meeting of the of the Board of Directors of the New Hampshire Vaccine Association (NHVA) was held via tele-video and conference call with a quorum present.

The meeting was called to order by Susan Tenney, Chair, at 9:07 a.m.

1. Welcome and Roll Call

Attendance – The following individuals attended the meeting:

Committee Members:	Other Attendees & Administrative Staff:
Susan Tenney, HPHC, Chair	Mark McCue, Esq., Hinckley Allen
David Sky, NHID, Treasurer	Patrick Miller, Helms & Company, Inc.
Sean Lyons, Cigna, Secretary	Erin Meagher, Helms & Company, Inc.
Patricia Edwards, MD, Healthcare Provider	Keith Nix, Helms & Company, Inc.
Jason Margus, Anthem	Tony Mendez, Helms & Company, Inc.
Edward Moran, Public Member, Vice Chair	
Lorraine Radick, Public Member	Members of the Public:
Janice Valmassoi, MD, Healthcare Provider	Chelsea Benedict, Raymond
	Cindy Bennett, Raymond
Committee Members Excused:	Laura Condon, Bedford
Elizabeth Daly, NH DHHS	Pam Jewel, Unknown
Wendy Lee Parker, HealthTrust	Rochelle Kelley, Weare
	Jessica Kliskey, Stratham
	Michelle McCartney, Concord
	Shannon McGinley, Bedford
	Tracy Stickney, Raymond
	Larisa Trexler, Stoddard

For the purpose of meeting minutes, Mr. Miller announced he was recording the meeting. Separately, Ms. Condon announced she was also recording the meeting.

Ms. Tenney welcomed the Board Members, staff, and members of the public to the meeting. She proceeded to read the *Board Chair Statement Regarding Public Commentary During Meetings* drafted by Attorney McCue. A copy is attached to the minutes.

2. Annual Meeting of Members

Ms. Tenney called the Annual Meeting of the Members to order. Mr. Miller reviewed results of the proxy votes on page 2. The first chart reflects the breakdown of proxy cards sent to members. There was no response from 10 proxies, 25 replied they were not participating or decided to abstain, and the total number of proxies that voted were nine. The second chart shows the breakdown of the voting lives. A total of 391,240 lives (79%) voted, 80,987 lives (16%) abstained or did not participate, and 23,035 lives (5%) did not reply. The third chart reflects the voting results with Mr. Sean Lyons (Cigna), Mr. Jason Margus (Anthem), and Ms. Susan Tenney (Harvard Pilgrim) all receiving equal votes of 130,413 each.

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Ms. Tenney stated she would entertain a motion to certify the vote count.

VOTE RECORDED: *On a motion by Ms. Tenney, seconded by Mr. Margus, all three insurance representatives*
VOTED: *To continue their roles as the three assessable entity representatives being Mr. Sean Lyons from Cigna, Mr. Jason Margus from Anthem, and Ms. Susan Tenney from Harvard Pilgrim.*

The Annual Meeting of the Members was adjourned at 9:20 a.m.

3. Annual Board Meeting

Ms. Tenney reviewed the Board Officer Slate and the Audit Committee Appointment Slate and acknowledged Mr. Moran had been inadvertently left off the Board Slate in the meeting packet on page 3:

<u>Board Officer Slate</u>	<u>Audit Committee Appointment Slate</u>
Susan Tenney, Chair	David Sky, Chair
Ed Moran, Vice Chair	Susan Tenney, Vice Chair
David Sky, Treasurer	Elizabeth Daly
Sean Lyons, Secretary	Jason Margus

Ms. Tenney asked if there was any discussion about changing roles. After hearing no comment or discussion, Ms. Tenney stated she would entertain a motion to accept the slates as presented.

VOTE RECORDED: *On a motion by Mr. Lyons, seconded by Dr. Edwards, it was unanimously*
VOTED: *To adopt the Board Officer Slate and Audit Committee Appointments Slate as presented with the Edward Moran as Vice Chair.*

Ms. Tenney moved to the topic of the Oath of Office (page 4). After brief discussion, it was determined each Board member would complete and return their signed document to Ms. Meagher. Mr. Sky requested a separate document be distributed for ease of signing, and Ms. Meagher agreed to do so.

Ms. Tenney moved to the topic of the Policy Governing Conflict of Interest document (pages 5-6). Ms. Tenney requested the Board Members complete this document and return their signed document to Ms. Meagher. Ms. Radick stated she had previously completed a conflict of interest document for the State of New Hampshire as she came onto the board, and she questioned if today's document replaces the one signed earlier. Attorney McCue replied this is a separate document required by NHVA as a non-profit entity. Ms. Radick thanked Attorney McCue for the clarification.

4. Review and Acceptance of the April 29, 2020 Board Meeting Minutes

Ms. Tenney moved to the topic of the need to review and accept the draft April 29, 2020, board meeting minutes, and asked if there was any discussion. Hearing none, she stated she would entertain a motion to approve the minutes.

VOTE RECORDED: *On a motion by Mr. Sky, seconded by Ms. Radick, it was unanimously*
VOTED: *To accept the April 29, 2020 Board Meeting minutes as presented.*

82 **5. Executive Director Report**

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84 Mr. Miller stated that the annual payment to the Department of Health and Human Services needed to be re-ratified
85 and authorized by the Board. The payment amount, determined at the September 2018 Board meeting and
86 reconfirmed at the September 2019 Board meeting as part of the rate setting process, is \$11,751,393.

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88 Ms. Tenney asked if there was any discussion regarding the payment amount. Hearing none, she stated she would
89 entertain a motion to authorize the payment.

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91 **VOTE RECORDED:** *On a motion by Mr. Lyons, seconded by Ms. Radick, it was unanimously*

92 **VOTED:** *To authorize the \$11,751,393 payment to the State of New Hampshire's*
93 *Department of Health and Human Services.*

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95 Mr. Miller then moved to the review and approval of the proposed fiscal year 2021 (FY2021) administrative budget
96 (page 13). He stated the Audit Committee reviewed it at their June 5, 2020 meeting, and recommended it be
97 approved by the Board at today's meeting. Mr. Miller highlighted several items including:

98 ■ The blue column contains the proposed budget totaling \$146,550;

99 ■ The green column contains last year's budget totaling \$142,700;

100 ■ The budget increase for FY2021 is \$3,850;

101 ■ There is a reference table below these two budget totals depicting the past four year's budgets;

102 ■ Detailed budget notes regarding administrative fees, subcontractors, bank fees, etc. are shown at the
103 bottom of the page;

104 ■ The most variable expense recently is the D&O insurance. Two years ago, it was \$8,000. After rebidding
105 two years ago it dropped to \$2,000 and this year is up to \$3,360 due to the to the amount of funds currently
106 shown on the balance sheet;

107 ■ Audit costs and legal fees remain the same as the past two years;

108 ■ The administrative fees were set at \$100,000 for the first two contract years and an escalator to \$105,000
109 occurs in the third year; and the amount of interest earned in the current fiscal year covered the
110 administrative budget.

111

112 Dr. Edwards asked if the insurance expense is \$3,360, then why is it listed as \$4,000 on the budget? Mr. Miller
113 explained it includes a buffer in anticipation of another rate increase. The premium is not going to be received until
114 January of 2021, and until then, we will not know the actual premium amount. Dr. Edwards thanked Mr. Miller for
115 the clarification.

116

117 Ms. Tenney reiterated that the Audit Committee did recommend acceptance of this budget, and asked for any
118 comments, questions, or concerns Board members might have before a vote occurs. Hearing none, she stated she
119 would entertain a motion to approve the FY2021 administrative budget.

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121 **VOTE RECORDED:** *On a motion by Dr. Edwards, seconded by Ms. Radick, it was unanimously*

122 **VOTED:** *To accept the Audit Committee's recommendation to adopt the fiscal year 2021*
123 *Administrative Budget as presented.*

124

125 Mr. Miller then provided an update to child covered lives and total assessments for the most recent collection period
126 ending May 15, 2020 (page 14). The average monthly covered lives was 165,295 and the assessment amount
127 collected was \$3,474,785. The covered lives are down slightly by 1,261 from projected numbers.

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129 ■ The Financial Statements (page 15) were presented to the Audit Committee earlier this month. Mr. Miller
130 highlighted several items on the Statement of Cash Flow: the assessment collections are \$109,559 below
131 budget for the whole year, however, once June collections are accounted for, this will be a smaller number;

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- The second line reflects the TRICARE settlements;
 - Investment interest is running ahead of budget as of May 31, by \$96,479. It is anticipated investment interest will decrease this coming year due to falling interest rates falling;
 - The short-term CDs line shows the funds that were transferred from the ICS account to the Wealth Management Group at the Bank of New Hampshire earlier this year for investment in a set of higher interest-yielding of laddered CDs. This number will fluctuate depending upon when CDs are called;
 - Total expenses as of May 31, are down \$16,105. Most of this is due to budgeted legal expenses that were not incurred; and
 - The beginning and ending cash balances are shown at the bottom.

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142 Mr. Miller highlighted several items on the Statement of Financial Position (balance sheet):

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- As of May 31, 2020, the total current assets stand at \$26,077,057. The majority of which are held in the ICS account, the laddered CD portfolio, and the original liquidity reserve account; and
 - At the very bottom of the page is the payment amount that we just approved to the State of New Hampshire (\$11,751,393). This will be reflected on the June statement and as the fiscal year closes.

147

148 Mr. Miller highlighted several items on the Statement of Changes in Net Assets:

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- Income was reviewed on the prior pages;
 - Expenses are running within budget;
 - The assessed covered lives and assessments collected are reported for the four most recent quarters at the bottom of the page.

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154 Mr. Nix advised the Board that he will be working with Karen Carew and her staff during the audit this summer to ensure the unrecognized gains and losses are being properly categorized within the financial statements.

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157 **6. DHHS Update**

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159 Ms. Tenney asked if there was a representative presently dialed into the meeting from the Department of Health and Human Services. Ms. Daly and Ms. Haggerty were unable to join the meeting so the update will be moved to the next scheduled meeting.

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163 **7. New Matters**

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165 Ms. Tenney asked the Board members if there were any new matters for discussion. There were no new matters identified for discussion.

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Ms. Benedict stated that she is new to this process and the function of the Association. She asked about the funds that are being voted on to provide to the State, are whether they are always approved. Mr. Miller responded that the public statement portion of the meeting is not for questions, however, he offered to connect with Ms. Benedict

181 offline to provide additional information on the process and functions of the Association. Ms. Benedict thanked Mr.
 182 Miller for his offer.

183
 184 Ms. Klinsky asked if the Conflict of Interest Statement that the Board members complete are available. Mr. Miller
 185 responded that this portion of the meeting is not meant to directly respond to such questions, however, he would
 186 be happy to follow up directly after the meeting.

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 188 Ms. Condon stated that having served on the Board as public member for five years, if individuals have questions,
 189 they can feel free to reach out to her as well.

190
 191 Having no additional members of the public wishing to speak, Ms. Tenney asked for a motion to move into Executive
 192 Session should any Board member wish to do so.

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194 **VOTE RECORDED:** *On a motion by Mr. Sky, seconded by Ms. Radick, by roll call it was*
 195 **VOTED:** *To move into Executive Session at 9:45 a.m.*

	<u>Yes</u>	<u>No</u>
197		
198	<i>Patricia Edwards, MD</i>	X
199	<i>Sean Lyons</i>	X
200	<i>Jason Margus</i>	X
201	<i>Edward Moran</i>	X
202	<i>Lorraine Radick RPh</i>	X
203	<i>David Sky</i>	X
204	<i>Susan Tenney</i>	X
205	<i>Janice Valmassoi, MD</i>	X

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 207 The initial webinar was terminated and a new webinar, specifically for the Executive Session was started.

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209 **9. Executive Session**

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211 With no topics for discussion, Ms. Tenney asked for a motion to adjourn the Executive Session.

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213 **VOTE RECORDED:** *On a motion by Mr. Sky, seconded by Jason Margus, by roll call it was*
 214 **VOTED:** *To adjourn Executive Session at 9:55 a.m.*

	<u>Yes</u>	<u>No</u>
216		
217	<i>Patricia Edwards, MD</i>	X
218	<i>Sean Lyons</i>	X
219	<i>Jason Margus</i>	X
220	<i>Edward Moran</i>	X
221	<i>Lorraine Radick RPh</i>	X
222	<i>David Sky</i>	X
223	<i>Susan Tenney</i>	X
224	<i>Janice Valmassoi, MD</i>	X

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 226 Ms. Tenney then asked for a motion to adjourn the Board meeting.

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 228 **VOTE RECORDED:** *On a motion by Mr. Sky, seconded by Jason Margus, by roll call it was*
 229 **VOTED:** *To adjourn Board meeting at 9:56 a.m.*

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		<u>Yes</u>	<u>No</u>
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232	<i>Patricia Edwards, MD</i>	X	
233	<i>Sean Lyons</i>	X	
234	<i>Jason Margus</i>	X	
235	<i>Edward Moran</i>	X	
236	<i>Lorraine Radick RPh</i>	X	
237	<i>David Sky</i>	X	
238	<i>Susan Tenney</i>	X	
239	<i>Janice Valmassoi, MD</i>	X	

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242 **Draft** Annual Meeting and Board of Directors Meeting minutes respectfully submitted by
243 Sean Lyons, Board Secretary
244 June 17, 2020

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