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MINUTES
Board of Directors Meeting
November 17, 2021
Starting Time: 9:00 a.m.
Presiding Officer: Susan Tenney, Chair

A meeting of the Board of Directors of the New Hampshire Vaccine Association (NHVA) was held via Zoom Webinar with a quorum present. The meeting was called to order by Susan Tenney, Chair, at 9:03 a.m.

1. Welcome and Roll Call

Attendance – The following individuals attended the meeting:

Board Members:	Other Attendees & Administrative Staff:
Susan Tenney, HPHC, Chair	Mark McCue, Esq., Hinckley Allen
Edward Moran, Public Member, Vice Chair	Anne Marie Mercuri, NH DHHS, Personal Representative (Proxy) for Elizabeth Daly ¹
David Sky, NHID, Treasurer	Patrick Miller, Helms & Company, Inc.
Harold Young, Cigna, Secretary	Erin Meagher, Helms & Company, Inc.
Patricia Edwards, MD, Healthcare Provider	Keith Nix, Helms & Company, Inc.
Jason Margus, Anthem	Ashley Ithal, Helms & Company, Inc.
Wendy Lee Parker, Self-Insured Entity	Members of the Public:
Lorraine Radick, RPh, Public Member	Linda Rea Camarota, Bedford
Janice Valmassoi, MD, Healthcare Provider	Laura Condon, Bedford
Board Members Excused:	Jessica Kliskey, Stratham
Elizabeth Daly, NH DHHS	Alexandra Mennella, Weare

1. Welcome and Roll Call

Ms. Tenney welcomed everyone and thanked them for attending today’s meeting. She noted that the meeting was being recorded for purpose of the meeting minutes. She asked that any Board members or members of the public that are recording the meeting to please make a comment in the chat session. Ms. Condon and Ms. Mennella indicated via Zoom they would be recording the meeting.

Ms. Tenney proceeded to conduct a roll call of Board member attendance:

	<u>Present</u>
<i>Patricia Edwards, MD</i>	X
<i>Jason Margus</i>	X
<i>Edward Moran</i>	X
<i>Anne Marie Mercuri (proxy)</i>	X
<i>Wendy Parker</i>	X
<i>Lorraine Radick, RPh</i>	X
<i>David Sky</i>	X
<i>Susan Tenney</i>	X
<i>Janice Valmassoi, MD</i>	X
<i>Harold Young</i>	X

¹ The Board Chair was notified prior to the meeting that Ms. Daly would not be available for this meeting and that she asked her Personal Representative under Section 19 of the organization bylaws for Anne Marie Mercury to serve as her proxy.

34 Ms. Tenney proceeded to read two statements from the meeting packet: the “Statement of Board Chair Regarding
35 Meetings By Videoconference” and the “Board Chair Statement Regarding Public Commentary During Meetings.”
36

37 **2. Review and Acceptance of Minutes**
38

39 Ms. Tenney asked if there were any edits or corrections to the September 22, 2021, minutes. Ms. Tenney identified
40 typos on lines 7, 38, 41. Additionally, on lines 308 and 309 she noted that neither the members making the motion
41 or the time were recorded. Mr. Miller will work with Attorney McCue to populate this information as it was recorded
42 after the Executive Session ended and Mr. Miller was not in attendance.
43

44 **VOTE RECORDED:** *On a motion by Mr. Margus, seconded by Ms. Radick, by roll call it was*
45 **VOTED:** *To accept the September 22, 2021, Board meeting minutes with the corrections*
46 *to lines 7, 38, 41, 308, and 309.*
47

	<u>Present</u>
48 Patricia Edwards, MD	X
49 Jason Margus	X
50 Anne Marie Mercuri (proxy)	X
51 Wendy Parker	X
52 Lorraine Radick, RPh	X
53 David Sky	X
54 Susan Tenney	X
55 Janice Valmassoi, MD	X
56 Harold Young	X

57
58
59 *Note: no vote was recorded for Mr. Moran as he was not in attendance at the September 22, 2021, Board meeting.*
60

61 **3. Review and Acceptance of the FY2021 Annual Report**
62

63 Ms. Tenney asked if there were any questions or comments on the FY2021 Annual Report draft presented. Mr. Miller
64 pointed out that the administrative expense proportion dropped to .93% of assessment income from .95% the prior
65 year. Additionally, he pointed out that while the chart on page two showed a slight decrease in the number of
66 vaccines distributed by the Department of Health and Human Services (DHHS) in FY2020 from FY2019, the number
67 increased between FY2020 and FY2021. With no further comments, Ms. Tenney asked for a motion to accept the
68 report.
69

70 **VOTE RECORDED:** *On a motion by Ms. Parker, seconded by Dr. Edwards, by roll call it was*
71 **VOTED:** *To accept the FY2021 Annual Report.*
72

	<u>Present</u>
73 Patricia Edwards, MD	X
74 Jason Margus	X
75 Edward Moran	X
76 Anne Marie Mercuri (proxy)	X
77 Wendy Parker	X
78 Lorraine Radick, RPh	X
79 David Sky	X
80 Susan Tenney	X
81 Janice Valmassoi, MD	X
82 Harold Young	X

83

84 **4. Review and Acceptance of Proposed Changes to the Plan of Operation**

85
86 Ms. Tenney asked Mr. Miller to walk through the proposed changes. Mr. Miller identified two, substantive
87 changes. The first, located in Article VI is to change the ninety-day notification of rate change to sixty days to bring
88 it into alignment with the calendar in Exhibit A which indicates November 1 as the notification date. He stated that
89 functionally, the notice has gone out the past few years by mid-October which is seventy-five days. Ms. Parker
90 stated that ninety days was better for self-insured employer accounts and asked if that could be left in place or if
91 seventy-five days could be a compromise. Mr. Miller stated that the rate is published in the September Board
92 meeting minutes within five days of the meeting. Discussion ensued. The Board agreed to add language **[in bold]**
93 for the sentence to read: “The Association shall undertake reasonable efforts to provide Assessable Entities not
94 less than ninety **(90) days’ notice and in no event less than seventy-five (75) days’ notice** of the effective date of
95 any assessment rate change.” Mr. Sky suggested that the dates for items 9, 10, and 11 in Exhibit A be changed to
96 reflect the new language. Item 9 will now read “3rd Week of September”, item 10 will read “1st Week of October”,
97 and item 11 will read “October 15”.

98
99 The second proposed change, located in the last paragraph of the same Article VI would be to delete the word
100 “initially” **[in bold strikethrough]** in the following sentence: “The Association shall remit the amount ~~initially~~
101 requested for the respective fiscal year to the New Hampshire State Treasurer (or to such other state official as
102 may be designated by the Department of Health and Human Services from time to time), to the credit of the
103 vaccine purchase fund established pursuant to RSA 141-C:17-a, on or before June 30 each year.” This change is
104 required as the payment in June each year may be different than the payment voted on during the rate setting
105 process given that the State no longer holds excess NHVA funds; in prior years, if the amount was greater in June,
106 this was “absorbed” by the excess funds.

107
108 Procedurally, once the edits are made to the document, Mr. Miller will forward it to the Insurance Commissioner
109 for signature.

110
111 With no further discussions, Ms. Tenney asked for a motion to accept the report.

112 **VOTE RECORDED:** *On a motion by Ms. Parker, seconded by Mr. Moran, by roll call it was*
113 **VOTED:** *To accept the proposed changes as reviewed and discussed to the Plan of*
114 *Operation.*

	<u>Present</u>
116	
117	X
118	X
119	X
120	X
121	X
122	X
123	X
124	X
125	X
126	X

127
128 **5. Executive Directors Report**

129
130 Ms. Tenney invited Mr. Miller to provide his Executive Director report. He began with a review of the proposed 2022
131 meeting schedule. Based upon the discussion just held, the October meeting will be changed to October 5, 2022.
132 Ms. Meagher asked where the meetings will be held as the document indicates the Insurance Department. Mr. Miller

133 stated, and Ms. Tenney affirmed, that while the COVID risk remains high, the meetings will be held remotely, but
 134 the intention is to return to in-person meetings once possible. With no further discussion, Mr. Miller stated that
 135 meeting invitations will be sent to the Board this week.

136
 137 Mr. Miller reviewed the FYTD 2022 Unaudited Financial Statements. The current assessment period ended two days
 138 ago, so very little assessment revenue is shown through October 31. YTD the assessment revenue is close to
 139 \$100,000 ahead of budget. Total expenses are running \$2,735 ahead of budget. In terms of the assessment period
 140 that ended two days ago, the average monthly lives reported so far is 160,573 versus the budget of 161,667. The
 141 TRICARE lives reported are 15,386. For the January 2022 Board meeting, the YTD financials will show the final
 142 numbers for the collection period just ended.

143
 144 There were no questions for Mr. Miller. Ms. Tenney thanked the Helms team for their work in supporting the
 145 organization.

146
 147 **6. Department of Health and Human Services Update**

148
 149 Ms. Tenney invited Ms. Mercuri to provide an update in Ms. Daly's absence. Ms. Mercuri reported that the final CDC
 150 credit as of October 1, 2021, was \$2,837,845.05. Between July and October 2021, \$7,916,010.92 was expended with
 151 funds from the State account. She reported that the Pfizer COVID vaccine has been issued an Emergency Use
 152 Authorization for children aged five and up. Finally, Ms. Mercuri stated there is no news on when the COVID vaccine
 153 will no longer be paid for by the Federal government, but this is eventually anticipated. Ms. Tenney asked Ms.
 154 Mercuri for the State to keep the Board informed regarding anything known about the timing of the Federal
 155 government no longer paying for the COVID vaccine.

156
 157 Ms. Tenney thanked Ms. Mercuri for her report and asked if there were any questions or comments. There were
 158 none.

159
 160 **7. Public Comment**

161
 162 Ms. Tenney invited members of the public to provide commentary relevant to the business of the NHVA's activities.
 163 Ms. Condon expressed concerns that the meeting minutes of September 22, 2021, did not fully reflect her comments
 164 regarding the NHVA's Public Access Policy. She reiterated her request for the posting of full meeting video and audio
 165 recordings to be posted on the NHVA website.

166
 167 No other members of the public indicated the desire to speak. Ms. Tenney thanked Ms. Condon for her comments.

168
 169 **8. Executive Session**

170
 171 Ms. Tenney stated that the Board needed to move into an Executive Session to discuss management and legal items.

172
 173 **VOTE RECORDED:** *On a motion by Mr. Moran, seconded by Mr. Young, by roll call it was*
 174 **VOTED:** *To enter into Executive Session at 9:43 a.m.*

175
 176

	<u>Present</u>
177 <i>Patricia Edwards, MD</i>	X
178 <i>Jason Margus</i>	X
179 <i>Edward Moran</i>	X
180 <i>Anne Marie Mercuri (proxy)</i>	X
181 <i>Wendy Parker</i>	X
182 <i>Lorraine Radick, RPh</i>	X

183	<i>David Sky</i>	<i>X</i>
184	<i>Susan Tenney</i>	<i>X</i>
185	<i>Janice Valmassoi, MD</i>	<i>X</i>
186	<i>Harold Young</i>	<i>X</i>

187
188 ***Board of Directors – Execution Session Minutes***
189 ***11/17/21***
190

191 The Board sought guidance from Attorney Mark McCue regarding statements made during public testimony
192 about its adherence to its Public Access Policy. Attorney McCue explained the inaccuracy of the statements and
193 summarized the Association’s obligations under the Policy. He also assured the Board that both he and Mr. Miller
194 had responded directly to the complainant to dispute the allegations and to clarify the legal requirements under the
195 Policy.

196
197 The Board then sought legal guidance regarding activity by Board members in their individual capacity
198 supporting or opposing proposed legislation. Attorney McCue reminded the Board about its Public Communication
199 Policy and the section on political activity. He explained that Board members could not give the appearance that
200 they are conducting political activity on behalf of the Association or in their capacity as an Association Board
201 member. Mr. Miller stated that he will re-circulate the Public Communication Policy to Board members. The Board
202 concluded this discussion by affirming the limited role of the Association, and thus the limits of any political activity
203 the Association can and should conduct in relation to its corporate purposes.

204
205 Ms. Tenney informed the Board that the Management and Assessment Administrator Services contract
206 between the Association and Helms & Company, authorized at the last Board meeting, had been signed. In response
207 to an inquiry, Ms. Tenney confirmed that the term of the contract was extended through June 30, 2025. Mr. Miller
208 thanked the Board for its confidence in Helms & Company, Inc., and for the opportunity to continue to provide
209 services to the Association.

210
211 Board of Directors Executive Session minutes
212 respectfully submitted by Mark S. McCue, Esq.
213 November 19, 2021

214
215 ***VOTE RECORDED:*** *On a motion by Mr. Moran, seconded by Ms. Radick, by roll call it was*
216 ***VOTED:*** *To exit Executive Session at 10:05 a.m.*

217		
218		<u><i>Present</i></u>
219	<i>Patricia Edwards, MD</i>	<i>X</i>
220	<i>Jason Margus</i>	<i>X</i>
221	<i>Edward Moran</i>	<i>X</i>
222	<i>Anne Marie Mercuri (proxy)</i>	<i>X</i>
223	<i>Wendy Parker</i>	<i>X</i>
224	<i>Lorraine Radick, RPh</i>	<i>X</i>
225	<i>David Sky</i>	<i>X</i>
226	<i>Susan Tenney</i>	<i>X</i>
227	<i>Janice Valmassoi, MD</i>	<i>X</i>
228	<i>Harold Young</i>	<i>X</i>

229
230 ***VOTE RECORDED:*** *On a motion by Mr. Sky, seconded by Mr. Moran, by roll call it was*
231 ***VOTED:*** *To approve the publication of the Executive Session minutes.*
232

233		<u>Present</u>
234	<i>Patricia Edwards, MD</i>	X
235	<i>Jason Margus</i>	X
236	<i>Edward Moran</i>	X
237	<i>Anne Marie Mercuri (proxy)</i>	X
238	<i>Wendy Parker</i>	X
239	<i>Lorraine Radick, RPh</i>	X
240	<i>David Sky</i>	X
241	<i>Susan Tenney</i>	X
242	<i>Janice Valmassoi, MD</i>	X
243	<i>Harold Young</i>	X

244

245 **9. Adjournment**

246

247 **VOTE RECORDED:** *On a motion by Dr. Edwards, seconded by Dr. Valmassoi, by roll call it was*

248 **VOTED:** *To adjourn the Board of Directors meeting at 10:09 a.m.*

249		<u>Present</u>
250		
251	<i>Patricia Edwards, MD</i>	X
252	<i>Jason Margus</i>	X
253	<i>Edward Moran</i>	X
254	<i>Anne Marie Mercuri (proxy)</i>	X
255	<i>Wendy Parker</i>	X
256	<i>Lorraine Radick, RPh</i>	X
257	<i>David Sky</i>	X
258	<i>Susan Tenney</i>	X
259	<i>Janice Valmassoi, MD</i>	X
260	<i>Harold Young</i>	X

261

262 Board of Directors Meeting minutes respectfully submitted by

263 Harold Young, Board Secretary

264 November 19, 2021

265

266 # # #