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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:

<b>Board Members:</b>	<b>Other Attendees &amp; Administrative Staff:</b>
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
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	
Lorraine Radick, RPh, Public Member	<b>Members of the Public:</b>
Janice Valmassoi, MD, Healthcare Provider	Linda Rea Camarota, Bedford
<b>Board Members Excused:</b>	Laura Condon, Bedford
Elizabeth Daly, NH DHHS	Jessica Kliskey, Stratham
	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

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

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

39  
40 Ms. Tenney asked if there were any edits or corrections to the September 22, 2021, minutes. Ms. Tenney identified  
41 typos on lines 7, 38, 41. Additionally, on lines 308 and 309 she noted that neither the members making the motion  
42 or the time were recorded. Mr. Miller will work with Attorney McCue to populate this information as it was recorded  
43 after the Executive Session ended and Mr. Miller was not in attendance.  
44

45 **VOTE RECORDED:** *On a motion by Mr. Margus, seconded by Ms. Radick, by roll call it was*  
46 **VOTED:** *To accept the September 22, 2021, Board meeting minutes with the corrections*  
47 *to lines 7, 38, 41, 308, and 309.*  
48

	<u>Present</u>
49	
50	<i>Patricia Edwards, MD</i> X
51	<i>Jason Margus</i> X
52	<i>Anne Marie Mercuri (proxy)</i> X
53	<i>Wendy Parker</i> X
54	<i>Lorraine Radick, RPh</i> X
55	<i>David Sky</i> X
56	<i>Susan Tenney</i> X
57	<i>Janice Valmassoi, MD</i> X
58	<i>Harold Young</i> X
59	

60 *Note: No vote was recorded for Mr. Moran as he was not in attendance at the September 22, 2021, Board meeting.*  
61

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

63  
64 Ms. Tenney asked if there were any questions or comments on the FY2021 Annual Report draft presented. Mr. Miller  
65 pointed out that the administrative expense proportion dropped to .93% of assessment income from .95% the prior  
66 year. Additionally, he pointed out that while the chart on page two showed a slight decrease in the number of  
67 vaccines distributed by the Department of Health and Human Services (DHHS) in FY2020 from FY2019, the number  
68 increased between FY2020 and FY2021. With no further comments, Ms. Tenney asked for a motion to accept the  
69 report.  
70

71 **VOTE RECORDED:** *On a motion by Ms. Parker, seconded by Dr. Edwards, by roll call it was*  
72 **VOTED:** *To accept the FY2021 Annual Report.*  
73

	<u>Present</u>
74	
75	<i>Patricia Edwards, MD</i> X
76	<i>Jason Margus</i> X
77	<i>Edward Moran</i> X
78	<i>Anne Marie Mercuri (proxy)</i> X
79	<i>Wendy Parker</i> X
80	<i>Lorraine Radick, RPh</i> X
81	<i>David Sky</i> X
82	<i>Susan Tenney</i> X
83	<i>Janice Valmassoi, MD</i> X
84	<i>Harold Young</i> X
85	
86	
87	

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

89  
90 Ms. Tenney asked Mr. Miller to walk through the proposed changes. Mr. Miller identified two, substantive changes.  
91 The first, located in Article VI is to change the ninety-day notification of rate change to sixty days to bring it into  
92 alignment with the calendar in Exhibit A which indicates November 1 as the notification date. He stated that  
93 functionally, the notice has gone out the past few years by mid-October which is seventy-five days. Ms. Parker stated  
94 that ninety days was better for self-insured employer accounts and asked if that could be left in place or if seventy-  
95 five days could be a compromise. Mr. Miller stated that the rate is published in the September Board meeting  
96 minutes within five days of the meeting. Discussion ensued. The Board agreed to add language **[in bold]** for the  
97 sentence to read: “The Association shall undertake reasonable efforts to provide Assessable Entities not less than  
98 ninety **(90)** days’ notice **and in no event less than seventy-five (75) days’ notice** of the effective date of any  
99 assessment rate change.” Mr. Sky suggested that the dates for items 9, 10, and 11 in Exhibit A be changed to reflect  
100 the new language. Item 9 will now read “3<sup>rd</sup> Week of September”, item 10 will read “1<sup>st</sup> Week of October”, and item  
101 11 will read “October 15”.

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

111  
112 Procedurally, once the edits are made to the document, Mr. Miller will forward it to the Insurance Commissioner for  
113 signature.

114  
115 With no further discussions, Ms. Tenney asked for a motion to accept the report.

116  
117 **VOTE RECORDED:** *On a motion by Ms. Parker, seconded by Mr. Moran, by roll call it was*  
118 **VOTED:** *To accept the proposed changes as reviewed and discussed to the Plan of*  
119 *Operation.*

	<u>Present</u>
121	
122	<i>Patricia Edwards, MD</i> X
123	<i>Jason Margus</i> X
124	<i>Edward Moran</i> X
125	<i>Anne Marie Mercuri (proxy)</i> X
126	<i>Wendy Parker</i> X
127	<i>Lorraine Radick, RPh</i> X
128	<i>David Sky</i> X
129	<i>Susan Tenney</i> X
130	<i>Janice Valmassoi, MD</i> X
131	<i>Harold Young</i> X

132  
133 **5. Executive Directors Report**

134  
135 Ms. Tenney invited Mr. Miller to provide his Executive Director report. He began with a review of the proposed 2022  
136 meeting schedule. Based upon the discussion just held, the October meeting will be changed to October 5, 2022.  
137 Ms. Meagher asked where the meetings will be held as the document indicates the Insurance Department. Mr. Miller

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

141  
 142 Mr. Miller reviewed the FYTD 2022 Unaudited Financial Statements. The current assessment period ended two days  
 143 ago, so very little assessment revenue is shown through October 31. YTD the assessment revenue is close to  
 144 \$100,000 ahead of budget. Total expenses are running \$2,735 ahead of budget. In terms of the assessment period  
 145 that ended two days ago, the average monthly lives reported so far is 160,573 versus the budget of 161,667. The  
 146 TRICARE lives reported are 15,386. For the January 2022 Board meeting, the YTD financials will show the final  
 147 numbers for the collection period just ended.

148  
 149 There were no questions for Mr. Miller. Ms. Tenney thanked the Helms team for their work in supporting the  
 150 organization.

151

152 **6. Department of Health and Human Services Update**

153

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

161  
 162 Ms. Tenney thanked Ms. Mercuri for her report and asked if there were any questions or comments. There were  
 163 none.

164

165 **7. Public Comment**

166

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

171

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

173

174 **8. Executive Session**

175

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

177

178 **VOTE RECORDED:** *On a motion by Mr. Moran, seconded by Mr. Young, by roll call it was*

179 **VOTED:** *To enter into Executive Session at 9:43 a.m.*

180

181 Present

182 *Patricia Edwards, MD* X

183 *Jason Margus* X

184 *Edward Moran* X

185 *Anne Marie Mercuri (proxy)* X

186 *Wendy Parker* X

187 *Lorraine Radick, RPh* X

188	<i>David Sky</i>	X
189	<i>Susan Tenney</i>	X
190	<i>Janice Valmassoi, MD</i>	X
191	<i>Harold Young</i>	X

192

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

195

196		<u>Present</u>
197	<i>Patricia Edwards, MD</i>	X
198	<i>Jason Margus</i>	X
199	<i>Edward Moran</i>	X
200	<i>Anne Marie Mercuri (proxy)</i>	X
201	<i>Wendy Parker</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
206	<i>Harold Young</i>	X

207

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

210

211		<u>Present</u>
212	<i>Patricia Edwards, MD</i>	X
213	<i>Jason Margus</i>	X
214	<i>Edward Moran</i>	X
215	<i>Anne Marie Mercuri (proxy)</i>	X
216	<i>Wendy Parker</i>	X
217	<i>Lorraine Radick, RPh</i>	X
218	<i>David Sky</i>	X
219	<i>Susan Tenney</i>	X
220	<i>Janice Valmassoi, MD</i>	X
221	<i>Harold Young</i>	X

222

Board of Directors – Execution Session Minutes  
11/17/21

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

231

The Board then sought legal guidance regarding activity by Board members in their individual capacity supporting or opposing proposed legislation. Attorney McCue reminded the Board about its Public Communication Policy and the section on political activity. He explained that Board members could not give the appearance that they are conducting political activity on behalf of the Association or in their capacity as an Association Board member. Mr. Miller stated that he will re-circulate the Public Communication Policy to Board members. The Board

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237 concluded this discussion by affirming the limited role of the Association, and thus the limits of any political activity  
 238 the Association can and should conduct in relation to its corporate purposes.  
 239

240 Ms. Tenney informed the Board that the Management and Assessment Administrator Services contract  
 241 between the Association and Helms & Company, authorized at the last Board meeting, had been signed. In response  
 242 to an inquiry, Ms. Tenney confirmed that the term of the contract was extended through June 30, 2025. Mr. Miller  
 243 thanked the Board for its confidence in Helms & Company, and for the opportunity to continue to provide services  
 244 to the Association.  
 245

246 Executive Session Meeting minutes respectfully submitted by  
 247 Mark McCue, Esq.  
 248 November 19, 2021  
 249

250 **9. Adjournment**  
 251

252 **VOTE RECORDED:** *On a motion by Dr. Edwards, seconded by Dr. Valmassoi, by roll call it was*  
 253 **VOTED:** *To adjourn the Board of Directors meeting at 10:09 a.m.*  
 254

	<u>Present</u>
256 <i>Patricia Edwards, MD</i>	<i>X</i>
257 <i>Jason Margus</i>	<i>X</i>
258 <i>Edward Moran</i>	<i>X</i>
259 <i>Anne Marie Mercuri (proxy)</i>	<i>X</i>
260 <i>Wendy Parker</i>	<i>X</i>
261 <i>Lorraine Radick, RPh</i>	<i>X</i>
262 <i>David Sky</i>	<i>X</i>
263 <i>Susan Tenney</i>	<i>X</i>
264 <i>Janice Valmassoi, MD</i>	<i>X</i>
265 <i>Harold Young</i>	<i>X</i>

266  
 267 Board of Directors Meeting minutes respectfully submitted by  
 268 Harold Young, Board Secretary  
 269 November 19, 2021  
 270

271 # # #