

1
2
3
4
5
6
7
8
9
10
11
12
13

14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40

MINUTES
Board of Directors Meeting
January 19, 2022
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	Patrick Miller, Helms & Company, Inc.
David Sky, NHID, Treasurer	Erin Meagher, Helms & Company, Inc.
Harold Young, Cigna, Secretary	Keith Nix, Helms & Company, Inc.
Patricia Edwards, MD, Healthcare Provider	Ashley Ithal, Helms & Company, Inc.
Jason Margus, Anthem	Members of the Public:
Anne Marie Mercuri, NH DHHS	Laura Condon, Bedford
Lorraine Radick, RPh, Public Member	
Janice Valmassoi, MD, Healthcare Provider	

1. Welcome and Roll Call

Ms. Tenney thanked everyone for attending the meeting. She noted that the meeting was being recorded by Helms & Company, Inc. (Helms) for purpose of the meeting minutes.

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</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.”

Ms. Tenney asked that if any members of the public were recording the meeting that they raise their hand in Zoom. No indication was made of others recording the meeting. Mr. Miller noted there was one member of the public, Ms. Condon, in attendance.

[Intentionally Left Blank]

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

42
43 Ms. Tenney asked if there were any comments related to the November 17, 2021, meeting minutes. There being
44 none, Ms. Tenney asked for a motion.

45
46 **VOTE RECORDED:** *On a motion by Mr. Moran, seconded by Ms. Radick, by roll call it was*
47 **VOTED:** *To accept the November 17, 2021, Board meeting minutes as presented.*

48
49

	<u>Present</u>
50 <i>Patricia Edwards, MD</i>	X
51 <i>Jason Margus</i>	X
52 <i>Edward Moran</i>	X
53 <i>Anne Marie Mercuri</i>	X
54 <i>Lorraine Radick, RPh</i>	X
55 <i>David Sky</i>	X
56 <i>Janice Valmassoi, MD</i>	X
57 <i>Harold Young</i>	X

58
59 A vote was not recorded for Susan Tenney.

60
61 **3. Appointment of Anne Marie Mercuri to the Audit Committee**

62
63 Ms. Tenney welcomed Ms. Mercuri as a new Board member replacing Ms. Daly representing the Department of
64 Health and Human Services. She stated the Board looks forward to continuing the great relationship that the
65 Association has had with the Department. Ms. Tenney explained that a vote was required to add Ms. Mercuri to the
66 Audit Committee and then asked for a motion.

67
68 **VOTE RECORDED:** *On a motion by Mr. Sky, seconded by Dr. Edwards, by roll call it was*
69 **VOTED:** *To appoint Ms. Mercuri to the Audit Committee.*

70
71

	<u>Present</u>
72 <i>Patricia Edwards, MD</i>	X
73 <i>Jason Margus</i>	X
74 <i>Edward Moran</i>	X
75 <i>Anne Marie Mercuri</i>	<i>Abstained</i>
76 <i>Lorraine Radick, RPh</i>	X
77 <i>David Sky</i>	X
78 <i>Susan Tenney</i>	X
79 <i>Janice Valmassoi, MD</i>	X
80 <i>Harold Young</i>	X

81
82 **4. Review and Acceptance of Proposed Changes to the Plan of Operation**

83
84 Ms. Tenney invited Mr. Miller to review the proposed changes as redlined. Mr. Miller indicated the review would
85 pick up where the discussion ended at the last meeting. After reviewing the changes made to the Plan of Operation
86 at the November meeting, it was determined that additional changes would be required of Exhibit A. After discussion
87 with Attorney McCue, it was decided to complete a broader review of the document. The proposed changes were
88 presented by Mr. Miller and the document redline is summarized below for the minutes:

- 89
- Article VI – a longer time period to notify assessable entities of rate changes.
 - On the last page changing the signature date to “2022” from “2021”.
- 90

- 91 • Exhibit A – various changes made with respect to dates, wording changes, additions, and deletions in items
 92 1, 3, 5.f., 9, 9.b., 9.c., 9.a. (second), 10, and 11.
 93 • Exhibit C – the addition of budget item line 6.
 94 • Exhibit D – a rewrite and simplification of the past due assessment process.
 95

96 After Mr. Miller’s overview of the redline, further discussion occurred regarding several issues. First, was the date
 97 change in item 11. It was recommended to replace “October 15” with a date range of “October 1-15”. Second, was
 98 the need for the October meeting. Ultimately, it was determined that it was not needed as the Board can call a
 99 meeting at any time, and it is in the Plan of Operation as a backup date in case the September rate-setting work
 100 cannot be completed. Third, were the changes to Exhibit D due to the change in Administrators and process redesign
 101 work completed in 2021 with the NHVA’s external Auditor. The new process is streamlined, treats all payers equally,
 102 and notes an escalation process that includes the Executive Director and external legal counsel if needed. Mr. Sky
 103 asked if the last item was appropriate for the Plan of Operation and Attorney McCue stated he thinks it is. Mr. Sky
 104 wanted to ensure that the NH Insurance Department would also be involved at a certain level of escalation and Mr.
 105 Miller stated that the last paragraph is unchanged and addresses this. Mr. Sky asked that the “Note” paragraph be
 106 removed and there were no objections.
 107

108 Ms. Tenney asked if there were any other questions from the Board and hearing none, asked for a motion.
 109

110 **VOTE RECORDED:** *On a motion by Mr. Moran, seconded by Mr. Young, by roll call it was*
 111 **VOTED:** *To accept the proposed changes to the Plan of Operations as presented with*
 112 *further changes as discussed to Exhibit A and D as outlined above.*
 113

	<u>Present</u>
114	
115	<i>Patricia Edwards, MD</i> X
116	<i>Jason Margus</i> X
117	<i>Edward Moran</i> X
118	<i>Anne Marie Mercuri</i> X
119	<i>Lorraine Radick, RPh</i> X
120	<i>David Sky</i> X
121	<i>Susan Tenney</i> X
122	<i>Janice Valmassoj, MD</i> X
123	<i>Harold Young</i> X
124	

125 Procedurally, once the edits are made to the document, Mr. Miller will forward it to the Insurance Commissioner for
 126 signature.
 127

128 **5. Review and Acceptance of Proposed Changes to the Public Access Policy**
 129

130 Ms. Tenney asked Attorney McCue to lead the discussion of the proposed changes, shown in redline, to the Public
 131 Access Policy. Attorney McCue began by explaining that it is good governance practice to periodically review policies
 132 and make sure that they align with practice. He reminded the group that while the Association is not a public body
 133 as defined by RSA 91-A, the Right to Know law, there is a relationship between the Association and its corporate
 134 purpose with the State of New Hampshire. Due to this relationship, the NHVA has made it a matter of policy and has
 135 agreed to follow RSA 91-A as closely as possible, subject to good governance nonprofit practices. He stated that the
 136 two, proposed changes to the Public Access Policy are consistent with RSA 91-A. The first is to place into NHVA policy
 137 the provision in RSA 91-A which allows the Chair to determine that emergency conditions exist and that therefore
 138 the meeting can be held via videoconference/webinar where the public can participate, can watch the deliberations,
 139 and have maybe have even greater access than an in-person meeting. The second, also consistent with RSA 91-A, is
 140 to make clear that the transcription of the videoconference consists of notes used by the scribe to take minutes and

141 then are destroyed. The videoconference recordings are not considered meeting materials, they are not
 142 disseminated to the Board, and they are not used by the Board in decision making, and therefore are outside RSA
 143 91-A. Attorney McCue concluded that those members of the public who make requests for copies of such recordings
 144 should understand that they are not meeting materials or public records, as they are strictly for the ease of
 145 facilitating the production of accurate minutes.

146
 147 Ms. Tenney thanked Attorney McCue and asked if there were any questions. Hearing none, Mr. Tenney asked for a
 148 motion.

149
 150 **VOTE RECORDED:** *On a motion by Ms. Radick, seconded by Mr. Moran, by roll call it was*
 151 **VOTED:** *To accept the proposed changes to the Public Access Policy as presented.*

152
 153 Present
 154 Patricia Edwards, MD X
 155 Jason Margus X
 156 Edward Moran X
 157 Anne Marie Mercuri X
 158 Lorraine Radick, RPh X
 159 David Sky X
 160 Susan Tenney X
 161 Janice Valmassoi, MD X
 162 Harold Young X

163
 164 **6. Executive Directors Report**

165
 166 Ms. Tenney invited Mr. Miller to provide his Executive Director report. Mr. Miller provided a brief overview of the
 167 financial statements in the meeting packet. On the *Statement of Cash Flow* he highlighted that for the first two
 168 quarters, the NHVA is approximately \$146K ahead of budget due to the first and second quarters being fairly
 169 consistent in terms of the total covered lives. On the *Statement of Financial Position* he identified that the total
 170 current assets as of December 31, 2021 are just above \$22M with the anticipated payable to the State of New
 171 Hampshire due in June 2022 of \$16.6M, recognizing this estimate could change in June based upon the DHHS' final
 172 numbers. On the *Statement of Changes in Net Assets*, he stated that the Administrative Budget is under budget by
 173 \$4,485 primarily due to lower legal and insurance expenses. In terms of the covered lives shown at the bottom of
 174 the statement, there is a change from a positive 7,715 variance in Q4 to a negative 1,093 for Q1. In the prior fiscal
 175 year, the estimates anticipated a reduction of ~10% of covered lives due to COVID. The reality was the actual covered
 176 lives, while in fact lower due to COVID, did not decrease as much as anticipated. At the September meeting, the
 177 quarterly estimate was reset to 161,667 from 153,000 the prior year. This past quarter proved to be very close in
 178 terms of the assessment collection period that ended on November 15, 2021, with a difference of 1,093 child covered
 179 lives.

180
 181 Mr. Miller reviewed the two trend charts NHVA has been following. Figure 1 shows that the November 2021
 182 unemployment rate of 2.7% is the same as March of 2020. Figure 2 shows children's Medicaid lives continue to
 183 increase. He believes that some of the reduction in NHVA's commercial-covered lives are due to more Medicaid
 184 lives. Late last week, the federal government extended the declaration of the public health emergency (PHE) for
 185 another 90 days, which means that the additional enrollment in Medicaid for those that qualified due to PHE will
 186 maintain their Medicaid coverage until at least mid-March when the PHE would end. Mr. Miller concluded by saying
 187 that he will continue to track the data in Figures 1 and 2 monthly.

188
 189 Mr. Miller asked if there were any questions. Mr. Sky asked if he could speak to the negative \$816,015 on the
 190 *Investments – Short term and CDs* line on the *Statement of Cash Flow*. Mr. Nix advised that this reflects funds

191 transferred to the short-term investments account (CDs) from the ICS account as indicated in the footnote. This
192 figure also reflects some market adjustments that took place during the end of the year. Details are reflected in the
193 monthly bank reconciliations that are distributed to the Audit Committee.

194

195 Mr. Miller asked if there were any other questions about the financial statements and trends or if any of the payer
196 representatives or the Insurance Department had comments in terms of what they may be seeing in changes in child
197 covered lives. There being no comments, the Board finished with a brief discussion on the 2022 NHVA meeting
198 schedule. Even though the October meeting is no longer in the Plan of Operation, Ms. Tenney stated that we should
199 continue to hold a meeting date in peoples' calendars. Helms will send a meeting hold for October 12, 2022.

200

201 **7. Department of Health and Human Services (DHHS) Update**

202

203 Ms. Tenney asked Ms. Mercuri if she had anything that she would like to share with the Board.

204

205 Ms. Mercuri reported that to date, as expected, vaccine purchasing is a little lower than compared to pre-pandemic
206 levels. She expects that it is going to fully rebound at some point as children get caught up on vaccinations. There is
207 also an assumption that at some point the State will begin purchasing COVID-19 vaccines, but to date the DHHS has
208 not heard of any timeline. Ms. Tenney asked Ms. Mercuri to please advise the Board as soon as she does hear of any
209 updates on this so the Board can make sure we have the appropriate funds set aside for those purchases. Ms.
210 Mercuri assured the group she would.

211

212 Dr. Edwards expressed concern with the vaccine registry, advising that her practice is struggling with it, and she
213 wanted to ensure vaccine supply would continue. Ms. Mercuri advised that they are asking practices to work with
214 the DHHS, and that they are not holding back any vaccines due to issues with the registry. Ms. Tenney asked that
215 this conversation be moved offline. Dr. Edwards agreed and indicated she just wished to inform the group there
216 were concerns with the current process.

217

218 Mr. Sky asked Ms. Mercuri if the DHHS had developed any estimates in preparation of the need to purchase future
219 COVID vaccines for children and if that could be shared with the Association. Ms. Mercuri explained that no estimates
220 had been made, but she will pass the information along as soon as it becomes available.

221

222 **8. Public Comment**

223

224 Ms. Tenney invited members of the public that wish to make any comments. Ms. Condon indicated she wished to
225 speak.

226

227 Ms. Condon thanked the group for the opportunity to speak. Ms. Condon referenced the Board Chair Statement and
228 the mention that the Association's role is not to challenge the vaccine program cost estimates provided by the State.
229 She asked who does oversee the program and how those records are audited, and where the accountability lies.
230 Ms. Tenney reminded Ms. Condon this is not an interactive session, and she can direct any questions to the Executive
231 Director via email if she desired a response. Ms. Condon stated that she did not expect a direct answer, but wanted
232 to pose the question. Ms. Condon voiced her disappointment with the changes to the Public Access Policy and asked
233 that full meeting recordings be made available. Ms. Condon concluded by thanking the Board for the opportunity to
234 speak.

235

236 There were no other members of the public in attendance.

237

238 **9. Executive Session**

239

240 Ms. Tenney asked if any Board member had a need to move into an Executive Session. No need was raised.

241
242 Mr. Nix asked Ms. Tenney if he could provide a quick update to Mr. Sky regarding the negative amount reflected on
243 the *Statement of Cash Flow* that was questioned earlier. Mr. Nix confirmed via the accounting system that there was
244 a \$459K transfer from the ICS account to the short-term account. Mr. Sky thanked Mr. Nix for the information.
245

246 **10. Adjournment**

247
248 **VOTE RECORDED:** *On a motion by Mr. Sky, seconded by Mr. Margus, by roll call it was*
249 **VOTED:** *To adjourn the Board of Directors meeting at 9:50 a.m.*
250

	<u>Present</u>
251	
252	X
253	X
254	X
255	X
256	X
257	X
258	X
259	X
260	X

261
262 Board of Directors Meeting minutes respectfully submitted by
263 Harold Young, Board Secretary
264 January 21, 2022
265

266 # # #