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MINUTES
Board of Directors Meeting
March 23, 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 9:08 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.
Patricia Edwards, MD, Healthcare Provider	Erin Meagher, Helms & Company, Inc.
Marc Fournier, USNH	Keith Nix, Helms & Company, Inc.
Jason Margus, Anthem	Members of the Public:
Anne Marie Mercuri, NH DHHS	Melissa Blaser, Salem
Lorraine Radick, RPh, Public Member	Joanna Brown, Manchester
Excused Board Members	Kevin Burnett, Laconia
David Sky, NHID, Treasurer	Russan Chester, Bedford
Harold Young, Cigna, Secretary	Laura Condon, Bedford
Janice Valmassoi, MD, Healthcare Provider	Mike Goldstein, Merck Vaccines
	Lucy Roy, North Hampton
	Timothy Sullivan, GlaxoSmithKline
	Larisa Trexler, Stoddard

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>Marc Fournier</i>	X
<i>Jason Margus</i>	X
<i>Anne Marie Mercuri</i>	X
<i>Edward Moran</i>	X
<i>Lorraine Radick, RPh</i>	X
<i>Susan Tenney</i>	X

Ms. Tenney 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 or submit comments in the Chat window. Ms. Condon indicated she was recording.

36
37 Ms. Tenney welcomed Marc Fournier to the Board. Mr. Fournier has replaced Wendy Lee Parker as the
38 representative for self-insured entities. Mr. Fournier is the Director of Human Resources for the University System
39 of New Hampshire and Ms. Tenney expressed she anticipates him being a great addition to the Board.
40

41 **2. Review and Acceptance of Minutes**
42

43 Ms. Tenney asked if there were any comments related to the January 19, 2022, meeting minutes. There being none,
44 Ms. Tenney asked for a motion to accept the minutes.
45

46 **VOTE RECORDED:** *On a motion by Mr. Moran, seconded by Mr. Margus, by roll call it was*
47 **VOTED:** *To accept the January 19, 2022, Board meeting minutes as presented.*
48

	<u>Yes</u>	<u>No</u>
49 Patricia Edwards, MD	X	
50 Marc Fournier	Abstained*	
51 Jason Margus	X	
52 Edward Moran	X	
53 Anne Marie Mercuri	X	
54 Lorraine Radick, RPh	X	
55 Susan Tenney	X	

56
57 **Mr. Fournier abstained from the vote as he was not in attendance at the January 19, 2022, meeting.*
58

59 Ms. Tenney then explained in preparation for the upcoming NHVA Annual Meeting scheduled for June 15, 2022, the
60 normal course of business is to appoint two proxies to represent the assessed entities to facilitate director section
61 at the annual meeting. For the past several years, Mr. Sky and Ms. Tenney served in this role. Ms. Tenney asked if
62 someone would offer a motion to authorize this appointment once again.
63

64 **VOTE RECORDED:** *On a motion by Mr. Margus, seconded by Mr. Moran, by roll call it was*
65 **VOTED:** *To authorize the appointment of Ms. Tenney and Mr. Sky as proxies for the*
66 *Assessable Entity Director selection at the June 15, 2022, Annual Meeting of the*
67 *Members.*
68

	<u>Yes</u>	<u>No</u>
69 Patricia Edwards, MD	X	
70 Marc Fournier	X	
71 Jason Margus	X	
72 Anne Marie Mercuri	X	
73 Edward Moran	X	
74 Lorraine Radick, RPh	X	
75 Susan Tenney	X	

76
77
78 **3. Executive Directors Report**
79

80 Ms. Tenney invited Mr. Miller to provide his Executive Director report. Mr. Miller provided a brief overview of the
81 financial statements in the meeting packet. On the *Statement of Financial Position*, he highlighted that total assets
82 are on track with projections and have grown from \$15M at the beginning of the fiscal year to \$25M as of February
83 28, 2022. The estimated amount due to the Department of Health and Human Services in June 2022 is \$16,625,254.
84 Mr. Miller advised that the final payment amount will be voted on at the June meeting and could vary based upon
85 Department of Health and Human Services (NH DHHS) expenditure.

86
87 Mr. Miller reviewed the *Statement of Changes in Net Assets* as of February 28, 2022. The most recent assessment
88 period ended on February 15, 2022, so when comparing the assessment income to the prior quarter it is lower
89 because not all receipts had been received. As of February 28, \$2,931,013 for non-TRICARE income had been
90 received and \$43,543 for the TRICARE settlement for one carrier. An additional \$71,694 in assessment income and
91 \$100,470 for TRICARE was received after February 28, which will be reflected in the next quarterly statement.
92 Expenses were similar to the prior month and are running under budget this year by \$8,501 primarily due to fewer
93 legal fees and some other smaller expenses.

94
95 Mr. Miller reviewed the quarterly assessment collection data. For the quarter ending August 15, 2021, the assessed
96 average monthly lives variance was 7,715; it was higher as the prior year model assumed a greater loss of lives due
97 to COVID than what occurred. For the periods ending November 15, 2021, and February 15, 2022, the assessed
98 average monthly lives variances were -1,093 and -1,523, respectively.

99
100 Mr. Miller anticipates that we will be completely repaid for the TRICARE settlement at the end of this fiscal year.
101 This will be discussed further at the September Audit Committee and Board meetings.

102
103 Mr. Miller concluded that overall, the financials are sound and NHVA is where it needs to be from a cash position for
104 the scheduled upcoming payment to the Department.

105
106 Mr. Miller discussed two trend charts that the group has been following since the beginning of the pandemic. The
107 first shows unemployment rates, with the orange line reflecting New Hampshire's rates and the blue showing
108 national rates. In March 2022, the State recalculated and updated the figures back to 2017, and as a result, the
109 figures reflected in the chart increased slightly from what has been shared with the Board over the past four or five
110 quarters. Unemployment rates continue to go down and our assumption is that more people are employed. This
111 should have a positive impact on NHVA's total assessed lives as more people receive benefits with employment.

112
113 The second graph reflects Medicaid enrollment. The blue line represents the Medicaid low-income children and
114 CHIP lives, and the orange represents the Medicaid expansion lives. Both continue to increase. Mr. Miller is watching
115 what the Federal government is going to do in terms of ending the public health emergency which is expected to
116 expire sometime during the summer. At that point in time, there will be a significant number of people no longer
117 eligible for Medicaid and the question will be what percentage of this population will end up on exchange products
118 which would impact assessed lives under NHVA.

119
120 Mr. Miller will continue to monitor both of these metrics as we move into the next rate setting process.

121 122 **4. Department of Health and Human Services (DHHS) Update**

123
124 Ms. Tenney asked Ms. Mercuri if she had anything to share with the Board. Ms. Mercuri stated that as of March 15,
125 2022, the New Hampshire Immunization program has spent \$13.1M from the NHVA account to purchase vaccines
126 for children. The NH DHHS is seeing higher quantities of vaccines being ordered by providers indicating that
127 providers are continuing their efforts to bring children up to date with vaccinations. Ms. Mercuri anticipates that it
128 will take a bit more time to return to the pre-pandemic vaccination levels, but felt the gap is decreasing as children
129 are receiving catch up doses.

130
131 Ms. Mercuri reported that next quarter, they will be preparing the State's annual data to be sent to NHVA for the
132 assessment rate setting processes.

133
134 Ms. Mercuri advised the group that DHHS has not received any information from the Federal government regarding
135 when payment for the approved COVID-19 vaccines will fall to the states. In preparation, DHHS is conducting some

136 cost estimates for children, which may be anywhere from \$4M to \$6.4M based on vaccination schedule assumptions
 137 of two doses per child at \$20 per dose times for 100,000 to 160,000 children. The NH DHHS does not currently know
 138 the number of doses that will be ultimately recommended for children, so these assumptions were developed to
 139 begin the budget estimation process.

140
 141 Finally, Ms. Mercuri concluded by stating the Department has been doing well promoting covered COVID
 142 vaccinations for children ages five and older, according to our CDC's State Profile Report. For children ages 12 to 17
 143 years old and for ages five to 11 years old, 58.5% and 24%, respectively, have completed a two-shot series. Ms.
 144 Mercuri will share additional information with the Board as it becomes available.

145
 146 **5. Public Comment**

147
 148 Ms. Tenney invited members of the public that wish to make any comments. No members of the public indicated
 149 they wished to provide comment.

150
 151 **6. Executive Session**

152
 153 Ms. Tenney suggested the Board move into Executive Session to speak with Legal and asked for a motion.

154
 155 **VOTE RECORDED:** *On a motion by Mr. Margus, seconded by Mr. Moran, by roll call it was*
 156 **VOTED:** *To move into Executive Session to consult legal counsel at 9:28 a.m.*

157
 158

	<u>Yes</u>	<u>No</u>
159 <i>Patricia Edwards, MD</i>	<i>X</i>	
160 <i>Marc Fournier</i>	<i>X</i>	
161 <i>Jason Margus</i>	<i>X</i>	
162 <i>Anne Marie Mercuri</i>	<i>X</i>	
163 <i>Edward Moran</i>	<i>X</i>	
164 <i>Lorraine Radick, RPh</i>	<i>X</i>	
165 <i>Susan Tenney</i>	<i>X</i>	

166

167 The Board sought guidance from Attorney Mark McCue regarding the continued conduct of meetings by Zoom or
 168 other similar readily accessible, web-based video conference service. Attorney McCue explained the legal reasoning
 169 behind the Association's Public Access Policy and its goal of adhering to RSA 91-A unless the statute conflicts with
 170 sound governance practices established for non-profit corporations. He also explained RSA 91-A:2(III), which permits
 171 the chair to determine that an emergency exists that would prevent the physical presence of a quorum of the Board.

172
 173 The Board expressed its desire to continue convening meetings of the Board via Zoom or similar publicly-accessible
 174 video conference service after the COVID-19 emergency subsides because that format reduces the Association's
 175 administrative expenses, addresses the ongoing challenge faced by the Association when seeking appropriate in-
 176 person meeting space, and reduces the burden on volunteer board members thus enhancing their participation and
 177 contributions to the Association, all while satisfying (if not surpassing) the goals of RSA 91-A by making Board
 178 meetings readily-accessible to the public. Attorney McCue indicated that best governance practices were changing
 179 because of the pandemic and the broad availability and use of services like Zoom.

180
 181 The Board agreed to continue the evaluation of this topic, and asked Attorney McCue to research changes in
 182 nonprofit governance standards and consider modifications to the Association's Public Access Policy for future
 183 submission to the Board for review.

184
 185 Executive Session Meeting minutes respectfully submitted by

186 Mark McCue, Esq., NHVA Counsel
187 March 28, 2022

188
189 **VOTE RECORDED:** *On a motion by Ms. Radick, seconded by Mr. Moran, by roll call it was*
190 **VOTED:** *To exit Executive Session at 9:47 a.m.*

	<u>Yes</u>	<u>No</u>
191		
192		
193	<i>Patricia Edwards, MD</i>	X
194	<i>Marc Fournier</i>	X
195	<i>Jason Margus</i>	X
196	<i>Anne Marie Mercuri</i>	X
197	<i>Edward Moran</i>	X
198	<i>Lorraine Radick, RPh</i>	X
199	<i>Susan Tenney</i>	X

200
201 **7. Adjournment**

202
203 **VOTE RECORDED:** *On a motion by Mr. Fournier, seconded by Dr. Edwards, by roll call it was*
204 **VOTED:** *To adjourn the meeting at 9:49 a.m.*

	<u>Yes</u>	<u>No</u>
205		
206		
207	<i>Patricia Edwards, MD</i>	X
208	<i>Marc Fournier</i>	X
209	<i>Jason Margus</i>	X
210	<i>Anne Marie Mercuri</i>	X
211	<i>Edward Moran</i>	X
212	<i>Lorraine Radick, RPh</i>	X
213	<i>Susan Tenney</i>	X

214
215
216 Board of Directors Meeting minutes respectfully submitted by
217 Patrick Miller, MPH, NHVA Executive Director
218 March 28, 2022

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220 # # #