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MINUTES
Annual Meeting & Board of Directors Meeting
June 12, 2024
Scheduled 9:00 a.m. – 11:00 a.m.
Presiding Officer: Susan Tenney, Chair

The 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 Chair Tenney, at 9:02 a.m.

Attendance – The following individuals attended the meeting:

Board Members:	Members of the Public
Susan Tenney, HPHC, Chair	Brooke Cardoso, CSL Seqirus
Edward Moran, Public Member, Vice Chair	Diane Christman, Amherst, NH
Jason Margus, Anthem, Treasurer	Laura Condon, Bedford, NH
Morgan Brown, Cigna, Secretary	Josie Cumandala, Manchester, NH
Patricia Edwards, MD, Healthcare Provider	Luke Cunniff, Merck
Marc Fournier, USNH, Self-Insured Entity	Bill Hagan, Sanofi
Michelle Heaton, NHID	Diane Kelley, Temple, NH
Anne Marie Mercuri, NH DHHS	Jill Mahan, Belmont, NH
Excused Board Members:	Douglas Mailly, Portsmouth, NH
Lorraine Radick, RPh, Public Member	Elizabeth Manley, Sanofi
Wendy Wright, DNP, Healthcare Provider	Nikki McCarter, Belmont, NH
Administrative Staff:	Donald McFarlane, Orange, NH
Patrick Miller, Helms & Company, Inc.	Damien McKenna, Canaan, NH
Erin Meagher, Helms & Company, Inc.	B. Miller, Franconia, NH
Keith Nix, Helms & Company, Inc.	Emily Phillips, Fremont, NH
Mark McCue, Esq., Hinckley Allen	Yury Polozov, Hooksett, NH
	Alina Rapaj, Dover, NH
	Andrew Rennekamp, CSL Seqirus
	Paul Terry, Alton, NH
	Larisa Trexler, Stoddard, NH

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1. Welcome and Roll Call

Ms. Tenney welcomed everyone to the Annual and Board of Directors meetings of the NH Vaccine Association. She asked if any members of the public were recording the meeting to please indicate so by raising their virtual hand. Mr. McFarlane indicated he was recording the meeting.

Ms. Tenney conducted a roll call of Board Members for attendance at the Annual Meeting of Members:

	<u>Present</u>	<u>Excused</u>
<i>Morgan Brown</i>	X	
<i>Patricia Edwards, MD</i>	X	
<i>Marc Fournier</i>	X	
<i>Michelle Heaton</i>	X	
<i>Jason Margus</i>	X	
<i>Anne Marie Mercuri</i>	X	
<i>Edward Moran</i>	X	
<i>Lorraine Radick, RPh</i>		X

30 Susan Tenney X
31 Wendy Wright, DNP X
32

33 Ms. Tenney subsequently read the “Board Chair Statement re: Public Commentary During Meetings.”
34

35 **2. Annual Meeting of the Members**
36

37 Ms. Tenney reviewed the proxy voting results and provided a brief explanation of the proxy card summary, votes
38 summary, and votes cast. Ms. Tenney asked for a motion as there were no questions related to the proxy voting
39 results.
40

41 **VOTE RECORDED:** On a motion by Mr. Fournier, seconded by Ms. Heaton, by roll call it was unanimously
42 **VOTED:** To accept the count as presented and certify the votes for the three assessable
43 entity representatives: Brown, Margus, Tenney.
44

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
45 Morgan Brown	X		
46 Patricia Edwards, MD	X		
47 Marc Fournier	X		
48 Michelle Heaton	X		
49 Jason Margus	X		
50 Anne Marie Mercuri	X		
51 Edward Moran	X		
52 Lorraine Radick, RPh			X
53 Susan Tenney	X		
54 Wendy Wright, DNP			X

56
57 Ms. Tenney asked for a motion to adjourn the Annual Meeting.
58

59 **VOTE RECORDED:** On a motion by Mr. Moran, seconded by Dr. Edwards, by roll call it was unanimously
60 **VOTED:** To adjourn the Annual Meeting of the Members at 9:10 a.m.
61

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
62 Morgan Brown	X		
63 Patricia Edwards, MD	X		
64 Marc Fournier	X		
65 Michelle Heaton	X		
66 Jason Margus	X		
67 Anne Marie Mercuri	X		
68 Edward Moran	X		
69 Lorraine Radick, RPh			X
70 Susan Tenney	X		
71 Wendy Wright, DNP			X

72
73
74 **3. Annual Board Member Items**
75

76 Ms. Tenney conducted a roll call of Board Members for Board Meeting attendance:
77

	<u>Present</u>	<u>Excused</u>
78 Morgan Brown	X	

80	<i>Patricia Edwards, MD</i>	X	
81	<i>Marc Fournier</i>	X	
82	<i>Michelle Heaton</i>	X	
83	<i>Jason Margus</i>	X	
84	<i>Anne Marie Mercuri</i>	X	
85	<i>Edward Moran</i>	X	
86	<i>Lorraine Radick, RPh</i>		X
87	<i>Susan Tenney</i>	X	
88	<i>Wendy Wright, DNP</i>		X

89
90 Ms. Tenney reviewed the proposed Slate of Officers and the proposed Audit Committee appointments for fiscal year
91 2025:

92		
93	<u>Board Officer Slate</u>	<u>Audit Committee Appointment Slate</u>
94	Susan Tenney, Board Chair	Jason Margus, Chair
95	Edward Moran, Vice Chair	Susan Tenney, Vice Chair
96	Jason Margus, Board Treasurer	Anne Marie Mercuri
97	Morgan Brown, Secretary	

98
99 Ms. Tenney asked if there were any questions or if there was any additional interest in serving as an Officer or on
100 the Audit Committee. Hearing no questions nor any interest from other Board members in serving in either capacity,
101 Ms. Tenney asked for a motion.

102
103 **VOTE RECORDED:** *On a motion by Ms. Heaton, seconded by Dr. Edwards, by roll call it was unanimously*
104 **VOTED:** *To approve the Board Officer Slate and the Audit Committee Appointment Slate*
105 *as presented.*

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
106			
107			
108	<i>Morgan Brown</i>	X	
109	<i>Patricia Edwards, MD</i>	X	
110	<i>Marc Fournier</i>	X	
111	<i>Michelle Heaton</i>	X	
112	<i>Jason Margus</i>	X	
113	<i>Anne Marie Mercuri</i>	X	
114	<i>Edward Moran</i>	X	
115	<i>Lorraine Radick, RPh</i>		X
116	<i>Susan Tenney</i>	X	
117	<i>Wendy Wright, DNP</i>		X

118
119 Ms. Tenney then asked the Board Members to review the three statements requiring annual review and signature:
120 Oath of Office, Conflict of Interest, and Code of Ethics. She asked each Board Member to complete and sign the
121 forms and return them to Ms. Meagher.

122
123 **4. Governance**

124
125 Ms. Tenney asked if there was any discussion or changes necessary regarding the March 27, 2024, Board of Directors
126 Meeting minutes. With no suggested changes, Ms. Tenney asked for a motion.

127
128 **VOTE RECORDED:** *On a motion by Mr. Fournier, seconded by Mr. Margus, by roll call it was unanimously*

129 **VOTED:** *To approve the March 27, 2024, Board of Directors meeting minutes as*
 130 *presented.*

131

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
132			
133	<i>Morgan Brown</i>	X	
134	<i>Patricia Edwards, MD</i>	X	
135	<i>Marc Fournier</i>	X	
136	<i>Michelle Heaton</i>	X	
137	<i>Jason Margus</i>	X	
138	<i>Anne Marie Mercuri</i>	X	
139	<i>Edward Moran</i>	X	
140	<i>Lorraine Radick, RPh</i>		X
141	<i>Susan Tenney</i>	X	
142	<i>Wendy Wright, DNP</i>		X

143

144 Ms. Tenney asked Attorney McCue to review the proposed changes to the Public Access Policy. Attorney McCue
 145 reminded the group the proposed changes are the codification of a Board discussion held in 2022 just prior to the
 146 end of the pandemic Public Health Emergency.

147

148 Attorney McCue stated that NHVA Board, as a matter of policy, follows the “Right to Know” law to the extent that
 149 the requirements do not conflict with sound governance practices for non-profit corporations. The changes
 150 proposed move all NHVA meetings to a virtual format (Zoom Webinar) as it has been determined that this platform
 151 better meets the needs of the Association versus in person meetings. By meeting virtually, enhanced public
 152 participation is achieved as members of the public can join the meeting remotely which also allows for a broader
 153 audience. Virtual meetings provide fiscal savings for the Association by not requiring payment for use of meeting
 154 space and meeting expenses.

155

156 Attorney McCue reviewed each proposed change and asked the board if there were any questions. Mr. Fournier
 157 and Ms. Tenney expressed their agreement with the changes. Ms. Tenney then asked for a motion.

158

159 **VOTE RECORDED:** *On a motion by Mr. Moran, seconded by Mr. Fournier, by roll call it was unanimously*

160 **VOTED:** *To approve the changes to the Public Access Policy as presented.*

161

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
162			
163	<i>Morgan Brown</i>	X	
164	<i>Patricia Edwards, MD</i>	X	
165	<i>Marc Fournier</i>	X	
166	<i>Michelle Heaton</i>	X	
167	<i>Jason Margus</i>	X	
168	<i>Anne Marie Mercuri</i>	X	
169	<i>Edward Moran</i>	X	
170	<i>Lorraine Radick, RPh</i>		X
171	<i>Susan Tenney</i>	X	
172	<i>Wendy Wright, DNP</i>		X

173

174 **5. Executive Director Report**

175

176 Ms. Tenney invited Mr. Miller to provide the Executive Director report.

177

178 DHHS Annual Payment. Mr. Miller reviewed the DHHS requested annual payment. The requested amount of
 179 \$19,600,000 is \$1,993,130 less than what was projected in September 2023. Ms. Tenney asked if there were any
 180 questions. Hearing none, she asked for a motion.

181
 182 **VOTE RECORDED:** *On a motion by Dr. Edwards, seconded by Mr. Margus, by roll call it was unanimously*
 183 **VOTED:** *To authorize the June 12, 2024, payment in the amount of \$19,600,000 to the*
 184 *State of New Hampshire.*

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
186			
187	X		
188	X		
189	X		
190	X		
191	X		
192	X		
193	X		
194			X
195	X		
196			X

197
 198 SB559 Update. Mr. Miller stated that SB559 passed both the Senate and the House. He stated that once the bill is
 199 signed by the Governor, it will go into effect, allowing the NHVA to assess payers for nirsevimab. He recommended
 200 that an Audit Committee meeting be held in the coming weeks to determine if an interim assessment would be
 201 required.

202
 203 FY2024 Financial Audit Engagement Letter. Mr. Miller reviewed Carew & Wells' annual engagement letter for the
 204 FY2024 financial audit and financial statement preparation. The total amount for the services is \$10,500, which is
 205 the first increase after three (3) years of no increases. Ms. Tenney asked if there were any questions or comments.
 206 Hearing none, she asked for a motion.

207
 208 **VOTE RECORDED:** *On a motion by Mr. Moran, seconded by Mr. Margus, by roll call it was unanimously*
 209 **VOTED:** *To execute the engagement letter with Carew & Wells, PLLC to complete the*
 210 *FY2024 financial audit of the NH Vaccine Association.*

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
212			
213	X		
214	X		
215	X		
216	X		
217	X		
218	X		
219	X		
220			X
221	X		
222			X

223
 224 Mr. Miller proceeded to review the FY2025 operating budget previously recommended by the Audit Committee at
 225 their last meeting for approval by the Board. Ms. Tenney asked if there were any questions. Hearing none, she
 226 asked for a motion.

227

228 **VOTE RECORDED:** On a motion by Mr. Fournier, seconded by Mr. Moran, by roll call it was unanimously
 229 **VOTED:** To approve the proposed FY2025 Administrative Budget as recommended by the
 230 Audit Committee.
 231

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
232			
233	X		
234	X		
235	X		
236	X		
237	X		
238	X		
239	X		
240			X
241	X		
242			X
243			

244 Unaudited YTD Financials as of May 31, 2024. Mr. Miller reviewed the assessments collected compared to budget,
 245 cash on hand, covered lives, and administrative expenses. Mr. Miller stated that the FY is expected to end with NHVA
 246 in a favorable position.
 247

248 **6. NH Department of Health and Human Services (NH DHHS) Update**
 249

250 Ms. Tenney thanked Mr. Miller and asked Ms. Mercuri to provide the NH DHHS update. Ms. Mercuri provided the
 251 following updates:

- 252 ➤ Annual State Payment:
 - 253 ▪ As stated earlier, a June payment of \$19,600,000 has been requested from NHVA for purchases through
 - 254 June 30th.
 - 255 ▪ The memo to the Board described the calculation: \$19,326,371.35 (expenditures to May 15, 2024) plus
 - 256 \$340,477.17 (estimated cost for purchases May 15-June 30, 2024) less \$66,848.52 (SFY23 unspent
 - 257 funds). Any monetary difference in estimated costs for the remainder of the year will be accounted for
 - 258 when the SFY25 NHVA estimated cost is determined.
 - 259 ▪ The requested amount is \$1,993,130 less than NHVA’s estimate last fall. A full accounting of SFY24
 - 260 vaccine purchases along with the next year’s projections will be forwarded to the Administrator after
 - 261 the current SFY accounting has been closed.
 - 262 ▪ Over the course of the year, the DHHS was able to restore the CDC fund balance to the CDC required
 - 263 balance of a 3-month inventory (approximately \$4.2M).
- 264 ➤ SFY25 Projections:
 - 265 ▪ Nirsevimab for commercially insured children will be purchased once SB559 is enacted. While there is
 - 266 a 24% cost savings due to CDC contract access, this product is expensive, therefore, DHHS will be
 - 267 conservative in its ordering practices and will closely monitor doses.

269 **7. Public Comment¹**
 270

271 Ms. Tenney invited members of the public to offer comments. Ms. Condon was recognized and stated that mRNA
 272 COVID vaccines are not included in the definition of “Vaccine” in RSA 126:Q; that SB559 does not authorize
 273 retroactive purchases; and that the NHVA should have a public meeting place for its meetings as well as record and
 274 post the meetings on its website. Mr. McFarlane was then recognized and stated that he did not agree with the

¹Note: Per the “Board Chair Statement re: Public Commentary During Meetings”, the Public Comment portion of the agenda is not an interactive session with the Board and comments must be germane to the business of the NHVA. Any questions should be directed to the NHVA’s Executive Director who will respond in a timely fashion.

275 public access policy changes; that the Chat feature for the webinar was disabled as well as the faces of the non-
 276 Board participants; that mRNA treatments are not vaccines and that RSV treatments are mRNA.

277
 278 **8. Executive Session**

279
 280 Ms. Tenney advised the Board that she would like to move into Executive Session to discuss personnel matters.

281
 282 **VOTE RECORDED:** *On a motion by Ms. Tenney, seconded by Dr. Edwards, by roll call it was unanimously*

283 **VOTED:** *To move to Executive Session at 9:52 a.m.*

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
284			
285	<i>X</i>		
286	<i>X</i>		
287	<i>X</i>		
288	<i>X</i>		
289	<i>X</i>		
290	<i>X</i>		
291	<i>X</i>		
292			<i>X</i>
293	<i>X</i>		
294			<i>X</i>

295
 296 **Board of Directors – Executive Session Minutes**

297
 298 Ms. Tenney began the executive session by stating that its purpose was to evaluate the renewal of the Management
 299 and Assessment Administrator Agreement with Helms & Company, Inc. She explained that the fixed term of the
 300 Helms contract expires on June 30, 2025, and that the contract will renew automatically for one-year terms unless
 301 either party provides a 180-day notice of termination. Ms. Tenney also noted that the compensation to be paid to
 302 Helms for any renewal term must be determined at least 180 days in advance. She then asked the Board whether it
 303 preferred to renew the Helms contract or to issue a request for proposals (RFP).

304
 305 Board members complimented Helms and expressed satisfaction with its performance of the executive director and
 306 assessment administrator duties on behalf of NHVA. The Board discussed the potential merits and detriments of an
 307 RFP process and concluded that it preferred to postpone an RFP and instead to negotiate a renewal of the Helms
 308 contract. The Board then instructed Ms. Tenney, with the assistance of Attorney McCue, to negotiate a renewal of
 309 the Helms contract for consideration and approval by the Board at a subsequent meeting.

310
 311 There being no other business for executive session, the Board conducted a roll call vote and passed a motion by
 312 Ms. Heaton and seconded by Mr. Fournier to end the executive session:

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
314			
315	<i>X</i>		
316	<i>X</i>		
317	<i>X</i>		
318	<i>X</i>		
319	<i>X</i>		
320	<i>X</i>		
321	<i>X</i>		
322			<i>X</i>
323	<i>X</i>		
324			<i>X</i>

325
326 The executive session concluded at 10:10 a.m.

327
328 Executive Session meeting minutes submitted by
329 Mark McCue, Esq.
330 NHVA External Counsel

331
332 Ms. Tenney asked for a motion to adjourn the Board Meeting.

333
334 **VOTE RECORDED:** *On a motion by Ms. Heaton, seconded by Dr. Edwards, by roll call it was unanimously*
335 **VOTED:** *To adjourn the Annual Meeting of the Members at 10:12 a.m.*

	<u>Yes</u>	<u>No</u>	<u>Excused</u>
338 <i>Morgan Brown</i>	X		
339 <i>Patricia Edwards, MD</i>	X		
340 <i>Marc Fournier</i>	X		
341 <i>Michelle Heaton</i>	X		
342 <i>Jason Margus</i>	X		
343 <i>Anne Marie Mercuri</i>	X		
344 <i>Edward Moran</i>	X		
345 <i>Lorraine Radick, RPh</i>			X
346 <i>Susan Tenney</i>	X		
347 <i>Wendy Wright, DNP</i>			X

348
349 Board of Directors Meeting minutes respectfully submitted by
350 Patrick Miller, Executive Director
351 June 18, 2024
352 # # #