

1 2 3 4 5 6	June 12, 2024June 12, 2024Scheduled 9:00 a.m. – 11:00 a.m.Presiding Officer: Susan Tenney, Chair				
7	The meeting of the Board of Directors of the New Ha	mpshire Vaccine Association (NHVA) was held via Zoom Webinar			
8	with a quorum present. The meeting was called to a	order by Chair Tenney, at 9:02 a.m.			
9					
10 11	Attendance – The following individuals attended th	e 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			

Lorraine Radick, RPh, Public Member Wendy Wright, DNP, Healthcare Provider **Administrative Staff:** Patrick Miller, Helms & Company, Inc. Erin Meagher, Helms & Company, Inc. Keith Nix, Helms & Company, Inc. Mark McCue, Esq., Hinckley Allen Brooke Cardoso, CSL Seqirus Diane Christman, Amherst, NH Laura Condon, Bedford, NH Josie Cumandala, Manchester, NH Luke Cunniff, Merck Bill Hagan, Sanofi Diane Kelley, Temple, NH Jill Mahan, Belmont, NH Douglas Mailly, Portsmouth, NH Elizabeth Manley, Sanofi Nikki McCarter, Belmont, NH Donald McFarlane, Orange, NH Damien McKenna, Canaan, NH B. Miller, Franconia, NH Emily Phillips, Fremont, NH 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:

21		<u>Present</u>	<u>Excused</u>
22	Morgan Brown	Х	
23	Patricia Edwards, MD	Х	
24	Marc Fournier	Х	
25	Michelle Heaton	Х	
26	Jason Margus	Х	
27	Anne Marie Mercuri	Х	
28	Edward Moran	Х	
29	Lorraine Radick, RPh		Х



30			Susan Tenney	X						
31 32			Wendy Wright, DNP		X					
32 33		nnov subsoquently	road the "Board Chair Statement.	o, Dublic (Commont	any During Maatings"				
33 34	Ms. Tenney subsequently read the "Board Chair Statement re: Public Commentary During Meetings."									
35	2 1	nual Meeting of th	e Members							
36	2. AI									
37	Ms Te	nney reviewed the	proxy voting results and provider	l a brief e	volanatio	n of the proxy card summary, votes				
38						uestions related to the proxy voting				
39	results				0.0.0.q					
40										
41	VOTE	RECORDED:	On a motion by Mr. Fournier, seco	nded by I	Ms. Heato	on, by roll call it was unanimously				
42		VOTED:	To accept the count as p	resented	and certi	fy the votes for the three assessable				
43			entity representatives: B	rown, Mai	rgus, Ten	ney.				
44										
45				<u>Yes</u>	<u>No</u>	Excused				
46			Morgan Brown	X						
47			Patricia Edwards, MD	X						
48			Marc Fournier	X						
49			Michelle Heaton	X						
50			Jason Margus	X						
51 52			Anne Marie Mercuri Edward Moran	X X						
52 53			Lorraine Radick, RPh	~		x				
54			Susan Tenney	x		A				
55			Wendy Wright, DNP	~		x				
56			Wendy Wright, Divi							
57	Ms. Te	nnev asked for a mo	otion to adjourn the Annual Meeti	ng.						
58		-,		0						
59	VOTE	RECORDED:	On a motion by Mr. Moran, secon	ded by Dr	. Edwards	s, by roll call it was unanimously				
60		VOTED:	To adjourn the Annual M	leeting of	the Mem	bers at 9:10 a.m.				
61										
62				<u>Yes</u>	<u>No</u>	<u>Excused</u>				
63			Morgan Brown	Х						
64			Patricia Edwards, MD	X						
65			Marc Fournier	X						
66			Michelle Heaton	X						
67			Jason Margus	X						
68			Anne Marie Mercuri	X						
69 70			Edward Moran	X		Y				
70 71			Lorraine Radick, RPh Susan Tenney	x		X				
72			Wendy Wright, DNP	^		x				
73						<i>A</i>				
74	3. Ar	nual Board Memb	er Items							
75										
76	Ms. Te	nney conducted a r	oll call of Board Members for Boar	d Meeting	g attenda	nce:				
77					-					
78			<u>P</u>	<u>resent</u>	<u>Excused</u>	<u>1</u>				
79			Morgan Brown	Х						

NHVA New Hampshire Vaccine Association

80		Patricia Edwards, MD	Х		
81		Marc Fournier	Х		
82		Michelle Heaton	Х		
83		Jason Margus	Х		
84		Anne Marie Mercuri	Х		
85		Edward Moran	X		
86		Lorraine Radick, RPh		X	
87		Susan Tenney	X		
88		Wendy Wright, DNP		X	
89					
90	Ms. Tenney reviewed th	ne proposed Slate of Officers an	d the propos	ed Audit Committee appointments for fiscal year	~
91	2025:				
92	2020.				
93		Board Officer Slate	Audit	Committee Appointment Slate	
94	ς	usan Tenney, Board Chair	<u>radit</u>	Jason Margus, Chair	
95		dward Moran, Vice Chair		Susan Tenney, Vice Chair	
96		on Margus, Board Treasurer		Anne Marie Mercuri	
97		Morgan Brown, Secretary			
98	I	Norgan brown, Secretary			
99 99	Ms. Toppov asked if the	are were any questions or if th	oro was any	additional interest in serving as an Officer or on	
100				ther Board members in serving in either capacity,	
100	Ms. Tenney asked for a		lerest nom of	ther board members in serving menner capacity,	'
101	wis. Terifiey asked for a	motion.			
102	VOTE RECORDED:	On a motion by Ms Haaton	cocondod by	y Dr. Edwards, by roll call it was unanimously	
103	VOTE RECORDED. VOTE			ate and the Audit Committee Appointment Slate	
104	VOIL	as presented.		ate and the Addit Committee Appointment Sidte	;
105		us presenteu.			
100			Vas	No Excused	
107		Morgan Brown	Yes X	<u>No</u> <u>Excused</u>	
109		Patricia Edwards, MD			
110		Marc Fournier	X		
111		Michelle Heaton	X X		
112			X		
112		Jason Margus			
		Anne Marie Mercuri Edward Moran	X		
114 115			X	X	
		Lorraine Radick, RPh	V	X	
116		Susan Tenney	X	Y.	
117		Wendy Wright, DNP		X	
118		the Deeped Manshers to you iou	*		
119	-			atements requiring annual review and signature	
120			s. She askeu	l each Board Member to complete and sign the	:
121	forms and return them	to Ms. Meagner.			
122					
123	4. Governance				
124					_
125	-			regarding the March 27, 2024, Board of Directors	,
126	ivieeting minutes. With	no suggested changes, Ms. Te	nney asked to	or a motion.	
127		On a metion 1 Ad 5			
128	VOTE RECORDED:	on a motion by IVIr. Fournie	r, seconaed b	by Mr. Margus, by roll call it was unanimously	



129 VOTED: To approve the March 27, 2024, Board of Directors meeting minutes as presented. 131 Patricia Edwards, MD X 132 Morgan Brown X 133 Patricia Edwards, MD X 134 Patricia Edwards, MD X 135 Marc Fournier X 136 Michelle Heaton X 137 Jason Margus X 138 Anne Marie Mercuri X 139 Edward Moran X 140 Larraine Radick, RPh X 141 Susan Tenney X 142 Wendy Wright, DNP X 144 Ms. Tenney asked Attorney McCue to review the proposed changes to the Public Access Policy. Attorney McCue treinide the group the proposed changes are the codification of a Board discussion held in 2022 just prior to the end of the pandemic Public Health Emergency. 144 the requirements do not conflict with sound governance practices for non-profit corporations. The changes proposed move all HNVA Meetings to a virtual format (Zoom Webinar) as it has been determined that this platform bacter weed as members of the public care of plate, follows the "Right to Know" law to the extent that the requirements do not conflict with sound governance practices for non-profit buch also allows for a borader audience. Virtual meetings provide fiscal savin	400		_						6 - 1		
131 Yes No Excused 133 Morgan Brown X 134 Patricle Edwards, MD X 135 Marce Fournier X 136 Michelle Heaton X 137 Jason Margus X 138 Anne Marie Mercuri X 139 Edward Moran X 140 Lorraine Radick, RPh X 141 Susan Tenney X 142 Wendy Wright, DNP X 143 Ms. Tenney asked Attorney McCue to review the proposed changes to the Public Access Policy. Attorney McCue 144 Ms. Tenney asked Attorney McCue to review the proposed changes to the Public Access Policy. Attorney McCue 144 mermined the group the proposed changes are the codification of a Board discussion held in 2022 just prior to the 145 end of the pandemic Public Health Emergency. 146 entermined the stroup the Association versus in person meetings. By meeting virtually, enhanced public 147 participation is a chived as members of the public can join the meeting remotely which also allows for a broader 148 there meetings provide fiscal asings for the Association by on requiring payment for use of meeting		VOTED:		the	March	27,	2024,	Board	of Directors	s meeting	minutes as
133Morgan BrownX134Morgan BrownX135Marc FournierX136Marc FournierX137Michelle HeatonX138Anne Marie MercuriX139Edward MoranX140Lorraine Radick, RPhX141Suson TenneyX142Wendy Wright, DNPX143More and the regulation of a Board discussion held in 2022 just prior to the144endowing the proposed changes are the codification of a Board discussion held in 2022 just prior to the145endo of the pandemic Public Heath Emergency.146Attorney McCue stated that NHVA Board, as a matter of policy, follows the "Right to Know" law to the extent that147the requirements do not conflict with sound governance practices for non-profit corporations. The changes148participation is achieved as members of the public can join the meeting remotely which also allows for a broader149audience. Virtual meetings provide fiscal savings for the Association versus150participation is achieved as members of the public can join the meeting remotely which also allows for a broader151audience. Virtual meetings provide fiscal savings for the Association by not requiring payment for use of meeting152No a motion by Mr. Moran, seconded by Mr. Fournier, by roll call it was unanimously153for a motion by Mr. Moran, seconded by Mr. Fournier, by roll call it was unanimously154Morgan BrownX155Marc FournierX156Marc Fournier			presented.								
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149 the requirements do not conflict with sound governance practices for non-profit corporations. The changes proposed move all NHVA meetings to a virtual format (Zoom Webinar) as it has been determined that this platform better meets the needs of the Association versus in person meetings. By meeting virtually, enhanced public participation is achieved as members of the public can join the meeting remotely which also allows for a broader audience. Virtual meetings provide fiscal savings for the Association by not requiring payment for use of meeting space and meeting expenses. 155 Attorney McCue reviewed each proposed change and asked the board if there were any questions. Mr. Fournier and Ms. Tenney expressed their agreement with the changes. Ms. Tenney then asked for a motion. 158 VOTE RECORDED: On a motion by Mr. Moran, seconded by Mr. Fournier, by roll call it was unanimously 161 VOTED: To approve the changes to the Public Access Policy as presented. 162 Yes No Excused 163 Morgan Brown X 164 Patricia Edwards, MD X 165 Michelle Heaton X 166 Michelle Heaton X 167 Jason Margus X 168 Anne Marie Mercuri X 169 Edward Moran X 169 Edward Moran X 170 Lorrraine Radick, R	147		- <i>i</i>								
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 174 5. Executive Director Report 175 176 Ms. Tenney invited Mr. Miller to provide the Executive Director report. 			wenay wright, DNP						X		
175176 Ms. Tenney invited Mr. Miller to provide the Executive Director report.		F Freesting Director D									
176 Ms. Tenney invited Mr. Miller to provide the Executive Director report.		5. Executive Director Re	eport								
			illen de mar dels de s E								
1//		ivis. Tenney invited ivir. M	mer to provide the Exe	cuti	Direct	or re	eport.				
	т//										



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

VOTED:	To authorize the Ju State of New Hamp		payment	t in the amount of \$19,600,00
		<u>Yes</u>	<u>No</u>	<u>Excused</u>
	Morgan Brown	X		
	Patricia Edwards, MD	X		
	Marc Fournier	Х		
	Michelle Heaton	X		
	Jason Margus	X		
	Anne Marie Mercuri	X		
	Edward Moran	X		
	Lorraine Radick, RPh			X
	Susan Tenney	X		
	Wendy Wright, DNP			x
hat an Audit Committee equired.		ing weeks to	o determi	ne if an interim assessment
hat an Audit Committee equired. Y2024 Financial Audit Er Y2024 financial audit an he first increase after thr learing none, she asked t	meeting be held in the com ngagement Letter. Mr. Miller d financial statement prepara ree (3) years of no increases. for a motion. On a motion by Mr. Moran, s To execute the eng	ing weeks to reviewed Ca ation. The to Ms. Tenney a seconded by aggement let	o determi rew & W tal amoun asked if th Mr. Marg ter with	ne if an interim assessment wells' annual engagement lettent for the services is \$10,500, here were any questions or controls, by roll call it was unanimod Carew & Wells, PLLC to com
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228	VOTE RECORDED:	On a motion by Mr. Fournier,	seconded by	v Mr Mo	ran by roll call it wo	as unanimously
229	VOTED:					
230		Audit Committee.			liulite Budget us re	commentated by the
231						
232			<u>Yes</u>	No	Excused	
233		Morgan Brown	X			
234		Patricia Edwards, MD	х			
235		Marc Fournier	х			
236		Michelle Heaton	х			
237		Jason Margus	х			
238		Anne Marie Mercuri	Х			
239		Edward Moran	х			
240		Lorraine Radick, RPh			Х	
241		Susan Tenney	x			
242		Wendy Wright, DNP			X	
243		, ,				
244	Unaudited YTD Financials	as of May 31, 2024. Mr. Mille	er reviewed t	he asses	sments collected co	mpared to budget,
245		es, and administrative expense				
246	in a favorable position.				·	
247	·					
248	6. NH Department of H	ealth and Human Services (N	H DHHS) Upd	late		
249						
250	Ms. Tenney thanked Mr.	Miller and asked Ms. Mercuri	to provide th	he NH DH	HS update. Ms. Me	ercuri provided the
251	following updates:					
252	Annual State Pay	<u>/ment:</u>				
253	 As stated ea 	rlier, a June payment of \$19,60	0,000 has be	en reque	sted from NHVA for	purchases through
254	June 30th.					
255	 The memo t 	o the Board described the calc	ulation: \$19,	326,371.	35 (expenditures to	May 15, 2024) plus
256		7 (estimated cost for purchas				
257		monetary difference in estima				
258		Y25 NHVA estimated cost is d				
259	The request	ed amount is \$1,993,130 less	than NHVA	's estima	te last fall. A full ad	ccounting of SFY24
260		chases along with the next yea				-
261		SFY accounting has been close				
262	 Over the co 	urse of the year, the DHHS wa	as able to res	tore the	CDC fund balance to	o the CDC required
263	balance of a	3-month inventory (approxim	nately \$4.2M).		
264	SFY25 Projection		-			
265	 Nirsevimab 	for commercially insured child	ren will be p	urchased	once SB559 is enac	ted. While there is
266	a 24% cost	savings due to CDC contract	access, this	product	is expensive, there	fore, DHHS will be
267	conservative	e in its ordering practices and	will closely m	onitor de	oses.	
268			-			
269	7. Public Comment ¹					
270						
271	Ms. Tenney invited mem	bers of the public to offer con	nments. Ms.	Condon	was recognized and	stated that mRNA
272	COVID vaccines are not	included in the definition of	f "Vaccine" i	in RSA 1	26:Q; that SB559 c	loes not authorize
273	retroactive purchases; an	d that the NHVA should have	a public mee	ting place	e for its meetings as	well as record and
274	-	wohsita Mr. McEarlana was	-		-	

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.



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

278 8. Executive Session

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

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

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

284		<u>Yes</u> <u>N</u>	<u>o</u> <u>Excused</u>
285	Morgan Brown	Х	
286	Patricia Edwards, MD	X	
287	Marc Fournier	X	
288	Michelle Heaton	X	
289	Jason Margus	X	
290	Anne Marie Mercuri	X	
291	Edward Moran	X	
292	Lorraine Radick, RPh		X
293	Susan Tenney	X	
294	Wendy Wright, DNP		X
295			

- 296 Board of Directors Executive Session Minutes
- 297

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Ma Tannay began the averytive session by stating that its surpose

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

304

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

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

313				
314		<u>Yes</u>	<u>No</u>	<u>Excused</u>
315	Morgan Brown	X		
316	Patricia Edwards, MD	X		
317	Marc Fournier	X		
318	Michelle Heaton	X		
319	Jason Margus	X		
320	Anne Marie Mercuri	X		
321	Edward Moran	X		
322	Lorraine Radick, RPh			X
323	Susan Tenney	X		
324	Wendy Wright, DNP			X



325								
326 327	The executive session concluded at 10:10 a.m.							
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 Boa	rd Meetir	ng.				
333								
334	VOTE RECORDED:	On a motion by Ms. Hec	nton, seco	nded by	Dr. Edwa	rds, by roll call it was unanimously	1	
335	VOTE	D: To adjourn the	Annual N	Aeeting o	of the Me	mbers at 10:12 a.m.		
336								
337				<u>Yes</u>	<u>No</u>	<u>Excused</u>		
338		Morgan Brown		X				
339		Patricia Edwards, MD		X				
340		Marc Fournier		X				
341		Michelle Heaton		X				
342		Jason Margus		X				
343		Anne Marie Mercuri		X				
344		Edward Moran		X				
345		Lorraine Radick, RPh				X		
346		Susan Tenney		X				
347		Wendy Wright, DNP				X		
348								
349		ting minutes respectfully si	ubmitted	by				
350	Patrick Miller, Executive	e Director						
351	June 18, 2024							
352		#	#	#				