

Washington Vaccine Association

Board of Directors Organizational Meeting April 2, 2010

April 2, 2010, 8:00 AM – 10:00 AM

Location: Regence BlueShield

- I. **Attendance.** Participating in all or part of the meeting in person (P) or by telephone (T) were the following individuals:

Directors:

Brian Ancell (P)
Phil Haas (P)
Dr. Joe Gifford (first half-hour)
Dr. Beth Harvey (T, first hour)
Dennis Kirkpatrick (P)
Laura McMillan (T)
Dr. Ed Marcuse (P)
Dr. Roger Muller?
Dorothy Teeter (P)
Mary Wendt (P)

Non-Voting Alternates:

Dr. Jon Almquist (for Dr. Beth Harvey)
Ross Baker (for Dr. Joe Gifford)

Others:

Chris Bandoli (P)
Teri Jensen (P)
Abbi Kaplan (P)
Debra Moore (P)
Dale Nash (P)
John Pierce (T)
Jeff Rochon (P)
Mary Selecky (T)

Vaccine Association:

Margaret Lane (P)
Fred Potter (P)
Anne Redman (P)

II. Summary of Actions Taken and / or Recommended

A. Actions Taken (votes adopted)

1. Voted to approve the terms for directors, appoint the Executive Committee, the Audit Committee, and retain contractors (Interim Executive Director, Legal Counsel, and Project Manger)
2. Voted to adopt the bylaws and ratify the filed Articles of Incorporation.
3. Voted to approve the dosage based assessment mechanism.
4. Voted to approve continuation of the Operations Taskforce and Communications Workgroup and to delegate authority to the Communications Workgroup to make decisions.

III. Minutes

The organizational meeting of the Board of Directors of Washington Vaccine Association was convened by call of the Secretary of the Washington Department of Health pursuant to SSHB 2551, Ch. 174, 61st Leg., 2010 Reg. Sess (Wash.2010) and Chapter 24.03 RCW on April 2, 2010 in the offices of Regence Blue Shield at 1800 Ninth Avenue, 16th Floor, Seattle, Washington. Notice of the organization meeting was provided by the Secretary by email notice dated March 29, 2010 to the initial board of directors.

Secretary Selecky called the meeting to order and opened the meeting with a welcome to the Board and expression of her appreciation for the stakeholder group, in particular Dr. Beth Harvey. Gov. Gregoire is proud of this group; Secretary also thanked Senators Cantwell and Murray, and her staff. Secretary Selecky asked Chairman Ancell to chair the meeting.

Chairman's and Legal Counsel's Remarks

Chairman Brian Ancell (the "Chairman," or "Chairman Ancell") outlined three objectives: complete the organization of the Washington Vaccine Association, review the Initial Plan of Operation, and approve the Interim Assessment Operational Mechanism.

The Board's next two meetings are by phone, on 4/9 and 4/16, both from 4 – 5 PM, followed by an in-person meeting on 5/3 from 8 – 12 noon.

Anne Redman, the Association's legal counsel, provided antitrust guidance to the Board. Board members are present to address the public and statutory purpose of the Association. As representatives of competitors in the insurance market; it is important that discussions and information sharing be limited to that necessary to achieve the purpose of the Association. A reference statement will be developed that can be available at Board meetings.

Board Terms and Committees

John Pierce reviewed the Board Terms and explained that terms align with the Annual Meeting (set for November) and that initial Directors would serve slightly longer (for the period of 4/2/2010 – November, 2010) than Directors elected in years after 2010.

The role of the five-member Executive Committee (EC) is set out in the bylaws.

An Audit and a Vaccine Committee will be created; the Vaccine Committee may be populated with non-Board members.

Proposed forms of contracts and professional bios were provided for the Interim Executive Director, Legal Counsel and Project Manager. Fred Potter, Margaret Lane, and Ms. Redman recused themselves from the discussion and votes which followed immediately.

Upon motions duly made and seconded, it was unanimously

VOTED:

To approve the terms for directors, expiring at the time of the annual meeting of directors and designation of a successor, as set forth on the list presented to the meeting.

To appoint the Executive Committee as set forth on the list presented as Dr. Harvey, D. Kirkpatrick, L. McMillan, Asst. Secretary Wendt, and Chairman Ancell.)

To appoint the Audit Committee (Dr. Gifford, P. Haas, and D. Kirkpatrick)

To retain the contractors: the Interim Executive Director Potter, Legal Counsel Ms. Redman, and Project Ms. Lane.

The Board's newly hired advisors and consultants were then invited to return to the meeting.

Board Organizational Documents and Workgroups

The Chairman noted that articles of incorporation of the Washington Vaccine Association in the form previously reviewed by the initial board of directors named in the articles of incorporation have been filed with the Secretary of State on April 1, 2010. Ms. Redman explained that an amendment to Article VIII had been requested by the office of the Secretary of the Department of Health to comply with the Executive Ethics Act, Chapter 42.52, RCW.

Ms. Redman reviewed the proposed form of bylaws requesting clarification of the appropriate notice period for director meetings. Five days notice will be required pursuant to Section 5.6.

Asst. Secretary Wendt also requested that a provision similar to the provision added by the Articles of Amendment reference to the Executive Ethics Act be added to Section 5.11 and 10.3 of the Bylaws.

Upon motions duly made and seconded, it was unanimously

VOTED:

To adopt the bylaws in the form presented to the meeting with the three changes noted in discussion as the bylaws of the association.

To ratify the filed Articles of the Vaccine Association.

Under the statute, the Secretary needs to approve the Initial Plan of Operations of the Association (HB 2552, Sec. 3 (5)(c)). A draft plan of operations has been distributed to board members for review by the board as well as the Secretary. The Plan requires the Association to retain outside auditors (Art. V.B), creates a disincentive for late assessments, includes a dispute resolution provision (Art. VII), and describes a funding mechanism via assessment prepayments (Art. VIII). The Board will be asked to approve the Initial Plan of Operations at its meeting by phone on 4/9/2010 at 4 PM. Members were asked to get any comments to Potter by early the following week.

The Chairman explained that approximately half of the state supplied vaccine is currently provided to forty-eight practice groups. The workgroup's goal is to get this group to implement the two claims approach. It is acknowledged that the vaccine "claim" is not a provider claim but a dosage based assessment form for the benefit of the association. This approach will allow providers to participate in the assessment process as soon as possible, have time to transition their systems, and start flowing funds to the Association.

The states purchases vaccines at a 30% discount. The Association will charge members plans at current market rate, the overage will allow for repayment to plans of leakage and administration costs.

A Training session is planned for the week of April 5 to coordinate outreach and develop consistent messages for provider relations representatives. The list of top 48 providers has been divided among the plans who will contact the groups prior to May 1st.

Dr. Marcuse emphasized the importance of communicating the benefits to providers first to leadership at the practice groups, rather than starting with the mechanics of claims operations and system changes.

Upon motions duly made and seconded, it was unanimously

VOTED:

To approve the work group's dosage based assessment mechanism and approach to provider outreach.

To approve continuation of the Operations Taskforce under Kacey Kemp and the Communications Workgroup under Abbi Kaplan.

To delegate authority to the Communications Workgroup to make decisions on communications without the approval of the Board.

Chairman Ancell asked the Board if there were any additional concerns anyone wished to address at this time. There were none.

Public Comment Session.

Chairman Ancell then opened the meeting for comment by members of the public who were present.

Jeff Rochon, CEO of the Washington State Pharmacy Association, introduced himself and reminded the board of the role of local pharmacies in administering vaccines. He described their work as an excellent opportunity to expand participation by pharmacies.

Chairman Ancell thanked those present for their participation and closed the Public Comment Session.

Executive Session.

Executive Director Potter suggested that the board, consistent with governance best practices, adopt a regular practice of brief executive sessions for board members only (himself and all others excused) when meeting in person. All individuals other than Board members were excused while board met in executive session.

Per report of the Chairman, no votes were adopted in Executive Session.

There being no further business, the meeting was adjourned.