

Washington Vaccine Association - Board of Directors Meeting

June 16, 2011, 2:00 - 3:00 PM

Location: Via teleconference

I. **Attendance.** Participating in the meeting by telephone were the following individuals:

Directors:

Brian Ancell

Phil Haas

Dr. Beth Harvey

Dennis Kirkpatrick

Dr. Ed Marcuse

Allene Mares

Laura McMillan

Dr. Mary Kay O'Neill

Dr. Roger Muller

Steve Larson, Premera

Attorney Anne Redman

Suanne Stone, attending on behalf of
Joe Gifford

Others:

II. **Summary of Actions Taken and / or Recommended**

A. Actions Taken (votes adopted)

1. Voted to approve the May 19, 2011 minutes.
2. Voted:
 - a. That the agreement with CML Administrators, LLC, substantially in the form presented to the directors prior to the meeting, is approved;
 - b. That the Chairman, with the assistance of legal counsel and Steve Larson, is authorized and directed to negotiate and execute on behalf of the Association a final form of agreement with CML Administrators, LLC.
 - c. That the performance goals in the agreement hereby approved for the contract year beginning July 1, 2011 be circulated to the board for further input and be considered for final approval and confirmation with Fred Potter at the July board meeting.

III. **Minutes**

At 2:00, a quorum having been established, Brian Ancell, Chairman of the Vaccine Association, called the meeting of the Board of Director to order. Legal counsel served as secretary for the meeting.

Upon motions duly made and seconded, it was unanimously

VOTED:

To approve the WVA Board meeting minutes from the May 19, 2011 meeting, as submitted.

Brian Ancell noted that Dorothy Teeter has resigned from the board as she has taken a position with CMS. The Secretary of the Department of Health will take action to appoint a replacement.

In executive session, Steve Larson presented the terms of a multi-year services agreement with CML Administrators, LLC (CML), the New Hampshire limited liability company owned by Fred L. Potter. CML had been providing services to the Association since the Association's inception. Steve Larson made a PowerPoint

presentation of key contract terms and compensation negotiated with CML, including incentive terms based on annual performance goals. A draft of the proposed contract and Mr. Larson's presentation had been circulated to the directors on a confidential basis before the meeting. That draft had been shaped by the general direction from board members both at and subsequent to the May 19th board meeting. The terms of the agreement and performance goals for the coming year were reviewed and discussed by the board members.

Upon motions duly made and seconded, it was unanimously

VOTED:

That the agreement with CML Administrators, LLC, substantially in the form presented to the directors prior to the meeting, is approved;

That the Chairman, with the assistance of legal counsel and Steve Larson, is authorized and directed to negotiate and execute on behalf of the Association a final form of agreement with CML Administrators, LLC; and

That the performance goals in the agreement hereby approved for the contract year beginning July 1, 2011 be circulated to the board for further input and be considered for final approval and confirmation with Fred Potter at the July board meeting.

There being no further business, the meeting was adjourned at 3:00 pm.

Secretary

Washington Vaccine Association

Date of Approval