

What: Vaccine Committee Meeting
 Date & Time: Thursday, November 7, 2019; 12:00-1:00 p.m. (PST)
 Location: Alki Conference Room, 2025 1st Ave., PH-A, Seattle, WA 98121
 Conference Line: (267) 930-4000; Conference ID: 103063718#

Notice: The meeting may be recorded for the benefit of the minute-taker. The WVA intends to delete the recording after the minutes of the meeting are approved.

Vaccine Committee Meeting Agenda (in person attendance if possible)

Approx. Time	Topic/[Anticipated Action]	Presented by:
12:00-12:10 p.m.	1. Welcome & Introductions	E. Marcuse
	2. Calendar Consent Items	
	* a. Vaccine Committee Minutes (April 25, 2019)	
	* b. Approval of new Vaccine Committee Members	
	3. Review of Charter, Conflict of Interest and Code of Ethics Forms	E. Marcuse
12:10-12:35 p.m.	4. DOH Update on Brand Presentation (Pre-filled Syringe v. Single/Multi-Dose Vials)	S. Allen
12:35-12:40 p.m.	5. WVA Updates	J. Zell
	a. Financial Update (Liquidity/Assessment Reduction)	
	b. Provider Liaison Role	
	c. Administrative Services Transition	
12:40-12:50 p.m.	6. Department of Health Updates	S. Allen
	a. Flu	
	b. Outbreaks	
12:50-12:55 p.m.	7. Committee Development	J. Zell
	* a. 2020 Meeting Schedule	
12:55-1:00 p.m.	8. Public Comment	Any
1:00 p.m.	9. Closing	E. Marcuse

*Indicates agenda item attached
 Red text indicates an action item

**November 7, 2019 WVA Meeting of the Vaccine Committee
Proposed Form of Votes**

The following are suggested forms of votes only. They are intended to be an aid to facilitate work by individual directors. All Board policy and the final form of votes is exclusively the province of the Board acting collectively as the Board of Directors.

Items under Agenda Section 2:

- VOTED: To approve the Vaccine Committee minutes of April 25, 2019.
- [To approve the Vaccine Committee minutes of April 25, 2019 with the changes suggested at the meeting.]
- VOTED: To approve/confirm the individuals listed on the WVA Vaccine Committee list presented at the meeting to serve on the Vaccine Committee, with the Committee chair listed.
- [To approve/confirm the individuals listed on the WVA Vaccine Committee list presented at the meeting to serve on the Vaccine Committee, with the Committee chair listed with the changes suggested at the meeting.]



**Washington Vaccine Association
Vaccine Committee Meeting
April 25, 2019; 12:00-1:00 p.m. PDT**

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

Members

Ed Marcuse, MD, Chairman
John Dunn, MD, Kaiser Permanente (T)
SheAnne Allen, Department of Health, Ex-
Officio
Jeff Gombosky, Public Affairs (T)

WVA

Julia G. Zell, Esq., Executive Director

KidsVax®

Terry Mills, Executive Assistant (T)

Board Member

John Sobeck, MD, Cigna

Others

Breelyn Young, GlaxoSmithKline

II. Summary of Actions Taken and/or Recommended

A. Actions Taken (votes adopted)

1. Voted to approve the minutes of the November 8, 2018 Vaccine Committee Meeting.

III. Follow up Tasks/Action Items

1. Ms. Allen will update the Committee as to the magnitude of any increase in MenB outbreaks.
2. Ms. Allen will prepare a brief paragraph that could be sent to the Pediatric and Family Practice Association for their inclusion in their newsletter to better inform the clinicians.
3. Ms. Zell will aid the Chairman in drafting and disseminating letters of interest to potential committee members.

IV. Minutes

Welcome and Introductions

At 12:00 p.m., a quorum having been established, Chairman Ed Marcuse called the meeting to order. Introductions were made, and Julia Zell announced that the meeting was being recorded for the benefit of the minute-taker and will be deleted following final approval of the minutes.

Chairman Marcuse opened the meeting with the announcement that Dr. Lisa Johnson of Providence will be terminating her term as a vaccine consultant on the Vaccine Committee. The Committee thanked Dr. Johnson for her contributions to the important work of the WVA. There was a discussion concerning new members. Various individuals from the private practice community who are involved in vaccine ordering and representatives from public health will be sent letters of invitation to become new Vaccine Committee members. Chairman Marcuse is open to recommendations.

Consent Calendar

Chairman Marcuse asked if anyone had concerns about the minutes of November 8, 2018. Hearing none, it was

VOTED: To approve the minutes of the November 8, 2018 Vaccine Committee Meeting as presented.

Department of Health Updates

The Measles outbreak has almost ended because no additional cases were reported throughout the incubation period. The principal reason that Measles is currently out of control is failure to vaccinate. Dr. Marcuse cautioned that if everyone was vaccinated, the cases would all occur among those vaccinated because it's not 100% effective. Approximately 5% or less of individuals who had two MMRs may be susceptible. However, the real problem is the

1 immunization rate in some Washington communities is well below 90%. Ms. Allen also stated that HepA is on
2 allocation (under 200 doses) from the CDC, and unfortunately some cases have been reported in Seattle. Ms. Allen
3 also mentioned that Legislative Bill 1638 passed this week eliminating the philosophical exemption to MMR and will
4 hopefully affect the State's vaccination rates.

5
6 About 18 months ago DOH worked with a work group on best practices for vaccine storage, handling, and
7 accountability to diminish vaccine excursions leading to waste. Messages went out to providers in January/February
8 regarding the policy after a work-group spent over a year developing it; the Storage, Handling, Accountability Policy
9 was implemented in March/April.

10
11 Vaccine brand choice is taking place right now through the end of the month. This is when providers can change their
12 vaccine preferences for presentations. DOH will be creating a vaccine choice website for providers to explain the
13 timeline when vaccine choice takes place, the forms, FAQs, and the background of the process. Vaccine blurbs go
14 out to the providers about a month before notification of the next vaccine choice period. DOH is hoping to have the
15 website up and running shortly after vaccine choice closes in October. DOH received numerous calls from providers
16 who were hearing that if there are two presentations of a vaccine, that the State's preference is whatever the default
17 is. The State has no preference on any vaccine. Further discussion ensued. Chairman Marcuse asked Ms. Allen to
18 prepare a brief paragraph that could be sent to the Pediatric and Family Practice Association for their inclusion in their
19 newsletter to better inform the clinicians.

20
21 Hepatitis B is still on allocation from the CDC. DOH is still able to fill orders being requested.

22
23 The year-end data shows the state waste percentage is about 2%, excluding flu. Last year it was at 1.4%. There are
24 many different variables. There was the Diamond Project transition almost a year ago and now different styles of
25 communication are being used. The process is being streamlined and efforts are being made to make certain that all
26 areas of the State are receiving the same information. Flu vaccine represents 1/6 of the total vaccine wastage.

27
28 Last October MenB was added to the order forms. However, the functionality within the IIS System is not working
29 correctly for the reporting of MenB and currently there is no funding to give to STC, the vendor that handles the IIS
30 System for Washington. Dr. Dunn stated that with permissive recommendations, providers are not used to them as
31 being standard vaccines and are not good at working them into their typical flow very well. It makes it difficult for
32 providers to add the MenB discussion into patient discussions. Ms. Allen will be gathering additional information
33 about the MenB cases and will share that information.

34
35 The Flu pre-book for 2019-2020 has been completed. Ms. Allen anticipates there may be an increase and will provide
36 a slide with the ordering data at the next meeting. If there is a major increase, DOH will be in conversations with Ms.
37 Zell because it will affect the WVA budget.

38 39 **Public Comment**

40 Breelyn Young of GlaxoSmithKline made a comment on the forecasting function in the IIS regarding MenB and the
41 fact that it is a permissive recommendation.

42 Further discussion ensued regarding MMR exemption and advice to physicians about giving the vaccine.

43 Chairman Marcuse commended Ms. Allen on her exceptional steep learning curve and what she has accomplished
44 since taking on the Vaccine Manager position just over 15 months ago. Ms. Allen has the confidence of the people
45 who are working with her.

46 47 **Closing**

48 There being no further business, the meeting was adjourned at approximately 1:05 p.m. PDT.



September 23, 2019

Julia Zell, Executive Director
Washington Vaccine Association
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Seattle, WA 98124

Board of Directors
Washington Vaccine Association
PO Box 94002
Seattle, WA 98124

SheAnne Allen
Manager, Vaccine Management Section
Washington State Department of Health
PO Box 47843
Olympia, WA 98504

Michele Roberts
Director, Office of Immunization and Child Profile
Washington State Department of Health
PO Box 47843
Olympia, WA 98504

RE: Washington Vaccine for Children Vaccine Selection

Dear Ms. Zell, Board of Directors, Ms. Allen, and Ms. Roberts:

On behalf of GlaxoSmithKline, thank you for the opportunity to submit comments in support of expanding patient and healthcare provider choice by adding prefilled syringe (PFS) vaccines to the Washington Vaccine for Children (VFC) vaccine selection. We strongly support the Washington Vaccine Association's (WVA) and the Washington State Department of Health's (DOH) commitment to ensure that all Washington children have access to Advisory Committee on Immunization Practices (ACIP) recommended vaccines.

To advance that goal, we respectfully request that all available single-dose vial and PFS vaccines be made available to healthcare providers on the Washington VFC vaccine order set. We have discussed this informally with DOH for several years, but we understand that the DOH and WVA Board are the appropriate bodies to formally consider our request. The DOH and WVA currently allows providers to choose PFSs for some vaccines, including flu and TDAP. We strongly believe that expanding the option to all available PFS vaccines is in the best interest of patients and customers for the following reasons:

- **Vaccine safety and ease of administration:** Several of Washington providers and systems have indicated interest in utilizing PFS vaccines for the ease of administration and as a strategy for eliminating the potential for vaccine errors. According to Washington healthcare providers, transferring a vaccine from a vial to a syringe requires the additional step of labeling which can cause errors. PFS vaccines eliminate that step and the potential for an error. National studies confirm this.¹ In Washington, when the choice of presentation for influenza vaccines has been made available to healthcare providers, they have overwhelmingly chosen the PFS vaccine.²
- **Reduction in healthcare costs:** National studies show that PFS vaccines can reduce costs in provider time as well as syringe and needle costs.³ Single dose vial and PFS vaccines are comparably priced.⁴
- **Available in all Universal Choice States:** All PFS vaccines are available to healthcare providers in all Universal Choice states except Washington.

¹ Lynch, Brian, and Song, Philip. Vaccine Packaging at the Clinical Interface of Vaccine, Healthcare Worker, and Patient. (Special Section: Vaccines). Biopharm International 25, no. 10 (October 1, 2012): 34–36. Available at: <http://www.biopharminternational.com/vaccine-packaging-clinical-interfacevaccine-healthcare-worker-and-patient>.

² Health Industry Distribution Association. Safe and Efficient Flu Vaccination Administration: How Prefilled Syringes Can Help. Available at: http://www.hida.org/App_Themes/Member/docs/GA/Industry-Issues/Flu/HIDA_Flu-Vaccination-Administration-Fact-Sheet.pdf.

³ Pereira, Claudia C, and Bishai, David. Vaccine Presentation in the USA: Economics of Prefilled Syringes Versus Multidose Vials for Influenza Vaccination. Expert Review of Vaccines 9, no. 11 (November 1, 2010): 1343–1349. Available at: <http://www.tandfonline.com/doi/abs/10.1586/erv.10.129>.

⁴ Centers for Disease Control and Prevention Vaccines for Children Program. Vaccine Management and Accountability. Vaccine Price List. Accessed: September 17, 2019. Available at: <https://www.cdc.gov/vaccines/programs/vfc/awardees/vaccine-management/price-list/index.html>.

- **WVA's Provider Choice Policy:** Allowing healthcare providers to select the brand of vaccine and the presentation that best fits their patients and practice is consistent with the WVA's governing statute and long-standing provider choice policy.⁵

We believe healthcare providers are the best judges of what is best for their patients, at the point of care. Limiting choice for VFC vaccines is not the preferred outcome nor in the best interest of patients and healthcare providers. We applaud your commitment to ensure all Washington children have access to ACIP recommended vaccines, and we look forward to partnering on the matter and working together to best meet the needs of Washington patients and healthcare providers. Please do not hesitate to contact me at Margaret.N.Mann@gsk.com or Jody Daniels, GSK State Government Affairs Director for Washington at Jody.Daniels@gsk.com or 503-951-0693 if you have any questions.

Sincerely,



Margaret Nowak Mann
Vice President, U.S. Public Policy, GlaxoSmithKline

⁵ Washington Vaccine Association Governing Statutes under the Revised Code of Washington. Available at:
[https://www.wavaccine.org/wavaccine.nsf/documents/wvaStatute.html/\\$File/WVA%20Statutes%20-Effective%202014-07-01.pdf](https://www.wavaccine.org/wavaccine.nsf/documents/wvaStatute.html/$File/WVA%20Statutes%20-Effective%202014-07-01.pdf).



2020 WVA Corporate Governance Calendar

(Board Meeting and Committee Meeting Schedules)

Month	Board Meeting 2-4 PM	Executive Committee 2:30-3:30 PM	Finance Committee 3-4 PM	Vaccine Committee 12:00-1:00 PM	Operations Committee 12:30-1:30 PM
January		X January 16			
February					
March		X March 5			
April	X April 23			X April 23	
May			X May 21		X May 7
June	X June 25	X June 13			
July					
August		X August 21			
September			X September 17		
October					X October 29
November	X November 5			X November 5	
December					

***All times are Pacific Standard Time**

- In-person WVA Board meetings are from 2:00 – 4:00 PM at the offices of Ellis, Li & McKinstry, generally on Thursdays.
- A written annual report may serve in lieu of an annual meeting of members. (Bylaws section 4.2)
- Officers are elected for 1-year terms at the annual meeting of the Board (Bylaws section 6.1)
- Committees may adjust their scheduled meeting dates or times for the convenience of their members.

WVA Vaccine Committee List

Contact Information - Current Vaccine Committee members:

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Contact Information - Current Vaccine Committee Consultants:

Rachel Wood, MD
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woodr@co.thurston.wa.us



WVA VACCINE COMMITTEE MEMBERS - 2020

Voting members

Chair: Ed Marcuse, MD (physician member, appointed by Secretary)
Members: James Chattra, MD, FAAP (Allegro Pediatrics)
John Dunn, MD (Kaiser Permanente)
Chad Murphy, BS, PharmD (Premera)
Libby Page, MPH (Public Health Seattle & King County)
Amy Person, MD (District Health Office, Benton-Franklin Health District)
Kristi A. Rice, MD
Michele Roberts (Secretary's representative)
Steve Lam, PharmD (Regence BlueShield Washington)

Non-Voting Members

SheAnne Allen, Ex-Officio (without vote)
Jeff Gombosky (Manufacturer's representative to Committee under HB 2551, sec. 5(1) without vote)

Volunteer Member Mary Kay O'Neill, MD (public member)

Vaccine Committee Consultants

Rachel Wood, MD

Critical members are from local health, Pharma, and family practice. The Committee will from time to time bring in others with different expertise as needed.

Washington Vaccine Association Vaccine Committee COMMITTEE CHARGE

Purpose:

The WVA Vaccine Committee is responsible for making recommendations to the WVA Board on specific vaccines to be purchased in each upcoming year by the Washington State Department of Health. The Vaccine Committee acts as an oversight body, using guidance from other advisory organizations with expertise in vaccines. Factors the Vaccine Committee will consider when making recommendations to the WVA Board on selecting vaccines include:

- Patient safety and clinical efficacy
- Public health and purchaser value
- Patient and provider choice
- Stability of vaccine supply
- Compliance with RCW 70.95M.115

Key Activities:

The Vaccine Committee will fulfill its responsibilities through the following activities:

- Act as a secondary review body for vaccines to be recommended by using a variety of inputs including the Advisory Committee of Immunization Practices (ACIP), federal advisory groups and other bodies as appropriate;
- Make itself available to problem solve as needed and respond to issues from the WVA Board;
- Provide information to the WVA board about clinical and public health issues;
- Promote safety, effectiveness and improved health outcomes from vaccination; and
- Be informed by the deliberations and recommendations of the Washington State Department of Health Vaccine Advisory Committee

Meeting Frequency and Notice:

The Vaccine Committee will meet at least two times per year with notice provided in the manner set forth in the WVA bylaws for board of director meetings. Committee members are requested to attend in person or by conference telephone. One of the two meetings will be in person and committee members are requested to attend in person if possible.

Reporting Frequency:

- The Vaccine Committee will report to the WVA Board at least two times per year.

Membership:

The Vaccine Committee shall consist of five voting members defined by statute (RCW 70.290.050 (1)), one non-voting member representing vaccine manufacturers, and two non –voting ex officio members (see below). Other participants and/or consultants may be invited from time to time to assist the committee. The Chair or Vice-chair will be a physician and WVA board member.

Washington Vaccine Association Vaccine Committee COMMITTEE CHARGE

Description of Committee Positions:

Position/Title	Qualifications
<i>Vaccine Committee Voting Members</i>	
1. Physician (Chair)	Member of WVA Board
2. Health Carrier/TPA Member	Member of WVA Board
3. Health Carrier/TPA Member	Member of WVA Board
4. Health Carrier/TPA Member	Member of WVA Board
5. DOH Secretary Designee	Member of WVA Board
<i>Non-voting Member</i>	
1 Representative of Vaccine Manufacturers	Designated by the Secretary, WA State DOH
<i>Ex Officio Members (Without Vote)</i>	
1. Executive Director of the WVA	
2. Representative of the DOH / Office of Immunization and Child Profile	

Member Responsibilities:

Members will comply with the conflict of interest policy of WVA and complete and sign a statement declaring potential conflicts of interest annually and are responsible for informing the Vaccine Committee of any pertinent changes during the year.

Motions may be made and seconded only by voting members. Majority vote of voting members carries a motion.

Members are responsible for rendering decisions regarding the recommendations as required, based upon best available vaccine clinical evidence, current best practice medical standards and guidance from other advisory groups as appropriate.

Members shall not have responsibility for making business decisions involving WVA processes for vaccine assessment amounts.

Quorum:

A quorum consists of at least three voting members of the Vaccine Committee.

Washington Vaccine Association Vaccine Committee COMMITTEE CHARGE

Consultants and/or Other Participants

To ensure that the Committee's deliberations are informed by the perspectives of primary care clinicians (pediatricians, or family practice physicians including physicians engaged in office based practice (versus institutional), local health officers, pharmacists and WA State DOH staff with expertise in vaccine supply and, from time to time others with needed special expertise, the Committee may request that consultants participate in its meetings.

Approval:

This charge will be reviewed by the Vaccine Committee and any recommended revisions approved by the WVA Board. It will be reviewed on an annual basis by the Vaccine Committee.

Charge Author:	WVA Vaccine Committee
Approving Body:	WVA Board and Executive Director

Reviewed By: Vaccine Committee	Date: July 26, 2010
Reviewed By: Vaccine Committee (initial review)	Date: May 14, 2014
Reviewed By: Vaccine Committee	Date: June 17, 2014
Approved By: WVA Board	Date: June 17, 2014



Code of Ethics

I. Integrity

All directors, officers, employees, if any, of the Washington Vaccine Association (WVA) and its key contractors, including KidsVax.org® or any successor organization or individuals providing Executive Director and administrative services to WVA, shall act with honesty, integrity, and openness in all of their dealings as representatives of WVA. WVA shall maintain a working environment that values integrity, fairness, and respect.

II. Mission and Vision

Our mission is established by State of Washington law and primarily is to assure that adequate funds are available to the State of Washington to purchase childhood vaccines for beneficiaries of WVA's members and to assist in the selection of vaccines to be made available under the State of Washington's universal childhood vaccination program.

We pursue our mission by:

- administering a dosage based assessment (DBA) system whereby the costs of childhood vaccines are shared equitably among all entities responsible for paying for vaccines for State of Washington resident children who are not eligible for vaccines under the federal Vaccines for Children program,
- refining this system based on what payers and providers tell us to assure that the DBA system operates effectively and efficiently,
- staying abreast of and helping to shape current best practices and paradigms in the childhood vaccine funding arena.

III. Compliance with Laws and Ethical Standards

WVA shall comply with all applicable federal, state, and local laws and regulations and shall seek the advice of counsel when necessary or appropriate. WVA shall also adhere to the highest ethical standards. Decisions and actions taken by the Board of Directors shall: (1) comply with applicable law, and (2) reflect the highest ethical standards as determined by the Board of Directors.

IV. Diversity

WVA shall, within the limits of its statutory authority, promote diversity and inclusiveness in its Board of Directors, management team or staff employed from time to time, if any, and contractors.

V. Evaluation

WVA shall develop and implement an evaluation procedure whereby the performance of the Board of Directors as a whole, and the Executive Director and administrative staff are evaluated periodically.

VI. Transparency

WVA shall provide comprehensive and timely information to the public, the media, and all stakeholders and shall be responsive in a timely manner to reasonable requests for information. All information about WVA shall fully and honestly reflect the policies and practices of WVA. All financial and program reports shall be complete and accurate in all material aspects.

The following governance documents shall be posted on WVA's website: Articles of Incorporation of Washington Vaccine Association, Bylaws of Washington Vaccine Association, Conflict of Interest Policy, Code of Ethics, Information Release Policy, Whistleblower Policy, Joint Venture Policy, Anti-Trust Compliance Policy, and Record Retention Policy, along with audited financial statements for the most recent three years.

VII. Confidentiality

All directors, officers, employees, and contractors have a duty to safeguard information that is proprietary to WVA. Information about WVA that is confidential or proprietary and obtained by a director, officer, employee or volunteer as a consequence of such person's association with WVA may not be disclosed to third parties unless expressly authorized by WVA.

VIII. Annual Affirmation Statement

WVA shall provide a copy of this Code of Ethics to every director, officer, employee, and contractor and request that each sign an affirmation statement upon taking office or providing services. Each year the Annual Affirmation Statement, attached, shall be signed by each director, officer, and employee, affirming that such person has received a copy of this Code of Ethics, has read and understands it, and agrees to comply with it.

All Annual Affirmation Statements shall be submitted to the Board President or the Board Secretary and then filed with the minutes of the first meeting of the Board of Directors held each year after January 31.

WVA ANNUAL AFFIRMATION STATEMENT

The Code of Ethics of WVA requires an annual affirmation that you have received, read, understand, and agree to comply with the Code of Ethics.

Please sign this Annual Affirmation Statement indicating your affirmation as described above.

Please return this Statement to the Executive Director of WVA each year by January 31.

Your name:_____ Date:_____

Conflict of Interest Policy

Policy: Washington Vaccine Association (the “Association”) has been established by act of the Washington Legislature for the purpose of collecting and remitting adequate funds from health carriers and third party administrators for the cost of vaccines provided to certain children in the state of Washington. The Association will comply fully with all laws that relate to the conduct of its activities, including all tax law.

Purpose: The purpose of this policy is to protect the Association’s interests when it is contemplating entering into a transaction or arrangement, or making a decision, that might benefit the private interest of an officer or board member of the Association or member of a committee with board delegated powers or might result in a possible excess benefit transaction as defined by the Internal Revenue Code. The Association intends to conduct its affairs consistent with the requirements of tax-exempt status under the Internal Revenue Code.

Definitions:

Interested Person: Any board member, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, or a duality of interest, as defined below, is an interested person.

Financial Interest: A person has a financial interest in a transaction or arrangement or decision if the person has, directly or indirectly, through business, investment or family: (a) an ownership or investment interest in any entity with which the Association has a transaction or arrangement; or (b) a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement or which will be affected by a decision of the Association. A “family member” includes a spouse, siblings (half or whole), children, grandchildren, and in-laws. “Business” includes those businesses which the person owns or controls at least 35%, or disregarded entities.

Duality of Interest: An interested person has a duality of interest with regard to a decision or action where in addition to the obligations of the interested person to the Association, the interested person has an obligation with regard to another organization or enterprise involved or implicated in the action of the Association. For instance, an interested person may serve as a board member of the Association and also as a board member of an organization engaging in a transaction with the Association. A duality of interest will be dealt with in the manner of a conflict of interest.

Conflict of Interest: A conflict of interest exists where an interested person has a financial interest or a duality of interest, in a proposed transaction or arrangement with the Association or decision by the Association. Examples of conflicts of interest include the following:

- a. Where an interested person makes a decision or does an act or is required to make a decision or perform an act that also involves an entity with which the person has

- a financial relationship and that benefits financially from the sale, marketing, re-selling, or distribution of vaccines; examples of such relationships include direct employment or an investment interest, a consultancy or other contractor relationship, serving on a speakers bureau, receiving honoraria, research and/or travel support;
- b. Where an interested persons personally contracts with the Association or where he/she is a board member of another organization which is contracting with this Association;
 - c. Where an interested person has any direct or indirect interest in, or a relationship with, any individual or organization that proposes to enter, or has entered, into any transaction or arrangement with the Association involving the sale, re-sale, purchase, marketing, or distribution of any goods or services (including vaccines) or involving the investment or deposit of any funds of the Association;
 - d. Where an interested person in his or her capacity with the Association learns of an opportunity for profit or benefit which may be valuable to him/her personally or to another organization of which he/she is a member, or to other persons known to the interested person;
 - e. Where an interested person will receive compensation, directly or indirectly, from the Association for services; and,
 - f. Where a family or business relationship exists between the interested person and another interested person, consultants, or with staff of the Association.
- (This is not an exhaustive list.)

Procedures:

1. **Duty to Disclose:** An interested person will disclose any conflict of interest, be it real, potential, or apparent, *which is not immediately obvious* with regard to any matter being discussed in the person's presence during a meeting.
 - a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the interest and be given the opportunity to disclose all material facts to the board members or members of committees with board delegated powers considering the proposed transaction or arrangement or decision.
 - b. Disclosure involving board members should be made to the board chair, who shall bring these matters, if material, to the board.
 - c. Disclosure in the Association should be made to the chief executive (or if she or he is the one with the conflict, then to the board chair), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the board chair.
 - d. The Washington law establishing the Association provides that board membership of the Association includes members selected from health carriers, third-party administrators, health plans, physicians, and a delegate of the Secretary of the Department of Health. A potential conflict of interest arises between the obligations of a board member of the Association and the board members' obligations to the organization or profession or position represented by the board

member. The representative capacities and experience of board members are valuable to the Association board of directors. Under these circumstances, board members are not required to specifically disclose their represented relationships in each instance so long as such relationships are obvious in the situation. The board member should annually disclose any such financial interest on the disclosure form required by this policy.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the Association. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of the Association and the advancement of its purpose and *will be documented in the minutes*.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement or decision involving the possible conflict of interest.
- b. The chair of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement or make the proposed decision.
- c. After exercising due diligence, the board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested board members whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, or duality of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the board member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, or duality of interest, it shall take or not take such disciplinary and/or corrective action as it, in its sole discretion, determines to be appropriate.

5. Records of Proceedings

The minutes of the board and all committees with board delegated powers shall contain:

- i. The names of the persons who disclosed or otherwise were found to have a financial interest or duality of interest, the nature of the financial interest or duality of interest, any action taken to determine whether a conflict of interest or duality of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement or decision, a brief summary of the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. Annual Statements

Each board member and member of a committee with board delegated powers shall annually sign a statement which affirms such person:

- i. Has received a copy of the conflicts of interest policy;
- ii. Has read and understands the policy;
- iii. Has agreed to comply with the policy; and,
- iv. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. Periodic Reviews

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- i. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

- ii. Whether partnerships, joint ventures, and arrangements with management of the Association conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8. **Use of Outside Experts**

When conducting the periodic reviews, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

Conflict of Interest Disclosure Statement

The Washington Vaccine Association (the “Association”) has adopted a conflict of interest policy to protect the Associations interest when it is contemplating entering into a transaction or arrangement or making a decision that might benefit the private interests of an officer or director or committee member of the Association. The existence of a conflict does not imply wrong doing on anyone’s part. But when conflicts do arise, they must be recognized and disclosed. Some relationships may create an appearance of conflict; those too, are important to manage so that the Association may maintain public confidence in the integrity of the Association’s activities and to maintain federal tax exempt status.

Thank you for your cooperation.

Please complete the following information, date and sign this statement below.

A. Name and position (e.g. director, officer, member of a committee with board delegated powers): _____

B. Occupation: _____

C. Current employer, if any: _____

D. Affirmation:

(1) I have received a copy of the Policy;

(2) I have read and understand the Policy;

(3) I agree to comply with the Policy; and

(4) I understand that the Washington Vaccine Association (the “Association”) is a tax-exempt organization (or intends to apply for tax-exempt status) and that in order to maintain the federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

E. Financial Interests:

The Policy requires that if you have a financial interest in a proposed transaction or arrangement with the Association, you must disclose the existence and nature of your financial interest to the board or board committee with board delegated powers considering the proposed transaction or arrangement. Please identify any such financial interest which you have disclosed in the past 12 months. If there is a financial interest you believe you should have disclosed, please describe any such interest here as well.

A person has a financial interest in a transaction or arrangement if the person has, directly or indirectly, through business, investment, or family¹: (a) an ownership or investment interest in any entity with which the Association has a transaction or arrangement, or (b) a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

The Policy also requires you to report family or business relationships you may have with other members on the board, or with officers, with consultants, or with staff of the Association. The reportable relationships include: (a) whether you are employed by, or you employ, a board member, an officer, a consultant, or staff; (b) a business in which you and any one of the above-listed persons holds a key position or an aggregate of 10% ownership in the assets or income; (c) transactions between you and any of the above-listed persons individually, or through their 35% owned business, which exceeds \$5,000 in aggregate during the reporting year; and (d) family relationships with any of the above-listed persons. Describe any such relationship in detail below.

I affirm the accuracy and completeness of the information provided above.

Signature

Date

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¹ Family members include spouse, siblings (half or whole), ancestors, children, grandchildren, and in-laws. Businesses include those in which you own or control at least 35%, or disregarded entities.