

**Minutes
NorthernBridges
Board of Directors Meeting
January 4, 2010
Flat Creek Inn, Hayward**

Board Members Present: Dave Willingham, Jeff Kieffer, Mike Hamm, Bob Kopisch, Terri Stone, David Markert, Mark Novotny, Ken Mosentine, Dale Schleeter, Dee Kittleson, Tom Innes, Mike Linton, Jack Sweeney, Don Quinton, Larry Main.

Other: Don Percy of the Bardish Group, NorthernBridges Staff, John Nousaine and Staff from North Country Independent Living

1. Call to Order

Dave Willingham called meeting to order at 9:35 a.m.

2. Roll Call

All members present except Sue Zieke who was excused.

3. Approval of Minutes from December 7, 2009

David Markert moved to approve the December 7, 2009 meeting minutes. Don Quinton seconded. Motion was carried by voice vote without negative vote.

4. Review & Approval of Agenda

Hearing no additions or changes the chair approved the agenda. Mike Linton stated that he has been asked and accepted an appointment to the Wisconsin Long Term Care Council. Dave Willingham recommended he update his Conflict of Interest Disclosure Statement even though this appointment does not constitute a conflict of interest with being on the NorthernBridges board. Mike explained that the committee works as an advisory to the DHS on implementing family care statewide and reports on findings on quality of ADRC's and MCO's, monitors the implementation of ADRC's, evaluates meeting the goals of long term care, and the need for statutory or administrative changes. Colleen has emailed a new Conflict of Interest Disclosure Statement to Mike on 1.5.10.

5. Public Comments

None.

6. Executive Committee Report

Executive Committee met on 12.22.09 at NorthernBridges headquarters and minutes from that meeting have not yet been posted on Basecamp but will be in the next day or two. They were joined by phone by Don Percy and Andy Phillips and approved the minutes of the 11.21.09 Executive Committee meeting. They previewed the draft of Briefing Paper #25 – Protocol for Closed Sessions and we will be reviewing that at today's board meeting. Took up a motion to authorize and direct CEO John McMahon to sign the 2010 DHS contract with NorthernBridges. The 2010 Business Plan and State Contract are on today's agenda to approve. Also reviewed the Quality Management Policy Monitoring Committee documents and copies are in today's board packet. Noted there will be an extension proposed later in the year for the current NB Quality Management Plan contained in Committee document QM 4.0. Received and previewed Briefing Paper #27 – Policy Monitoring Matrix which has been updated. Received from Don Percy Briefing Paper #28 – Glossary of Terms Used in Family Care and DHS Contract. Previewed Briefing Paper #26 - Policy Consultant Draft Work Plan for the first 6 months of 2010 which is also in today's packet. Discussed the follow up to December board meeting regarding on-going self monitoring and thanks for Mike Linton and Dee Kittleson for monitoring December's board meeting. Today's monitors are Ken Mosentine and Bob Kopisch. The committee had a discussion on proposed changes in board meeting schedule and format for 2010. Reviewed January agenda for today's meeting. Several email exchanges and phone conferences with Don Percy, Andy Phillips and John McMahon. Prepared letter to be sent to new members/directors in regards to the new member mentoring program.

7. **Designation of Andy Phillips of Stadler and Phillips, S.C. as District Legal Counsel**

Andy Phillips has never officially been designated as district counsel. Bob Kopisch made a motion to designate Andy Phillips as district counsel. Dale Schleeter seconded. Motion was carried by voice vote without negative vote. Andy is counsel to the board and the district.

8. **Board Education Series Seminar**

- **Board Briefing Paper #25 NB Board and Committee Agenda Protocol for Closed Sessions.**
Don Percy reviewed BP #25 on open and closed meeting statutory requirements. This protocol is part of a more comprehensive effort requested by the board chair to formalize existing practices. The yellow highlighted portions are recommended changes in Procedural Guideline PG.2 on Open Meetings and Confidentiality from Don and Andy. A new edition of PG.2 will be prepared for the board approval next month. The protocol clarifies steps must be done in an exact way in closed sessions. District Counsel's Annotations are a concise quick reference. In response to a question from Mike Linton, the Board Chair noted that advice from counsel reported at the previous board meeting is to not have teleconferencing at closed sessions due to absence of confidentiality safeguards. This will be included in the PG.2 revision. Dave Willingham emphasized the importance of having a consistent philosophy and protocol for closed sessions and only having closed meetings when necessary, required and compliant with the statutory guidelines.
- **Board Briefing Paper #27 Board Committee Policy Monitoring Matrix**
To date we have had organizational meetings of the Finance and Quality Management committees. The agendas for second meeting of each of the new committees will include review of the remaining CEO Interpretations of policies within their respective purview as shown on the matrix.
- **Board Briefing Paper #26 Board Policy Consultant BES Work Plan (January – June 2010)**
In response to a request from the Executive Committee Don Percy has prepared this work plan for the first 6 months of 2010. The plan describes the scope of his contract and the work to be done. Dave Willingham commented on one of the things he wanted to see with this work plan is that it shows what work needs to be done and may be helpful with us in prioritizing. The Bardish group is a sole proprietorship which Don created in 1987. He will create a work plan for the last 6 months of the year for board review in June.
- **Board Briefing Paper #28 NB Glossary of Family Care Terms & Contract Terminology**
Glossary of terms is excerpted directly from the state contract and is intended as a basic reference document for all board members.
- **Organizational Meeting Reference Materials for Quality Management Policy Monitoring Committee**
First meeting of Quality Management Policy Monitoring Committee (QMPMC) held this morning. Dave Markert was elected Chair and Mike Hamm was elected Vice-Chair. All committees will have an initial meeting to elect officers and the second meeting will be to review CEO interpretations within their policy review purview as set forth on the matrix document. Don briefly discussed his work in progress on a briefing paper which proposes testing out a series of board hub-centric hearing sessions to receive testimony from NB MCO members. The first round of such hearings will occur this summer, schedule and locations to be determined. Directors serving on the Quality Management and Member Relations Policy Monitoring Committees join the board chair or vice chair, and the CEO in hosting these sessions.

Listed below are the 4 key documents provided to the QM Committee at its organizational meeting preceding today's board meeting:

- **Basic Reference Document QM 1.0 – General Information**
Document includes member contact information, bylaws provisions, contract provisions, board policy provisions and interpretations and common policies.
- **Basic Reference Document QM 2.0 – DHS-NB Contract Provisions on Quality Management**
Document includes all excerpts from MCO contract dealing with the specific committee.

Update of document seen last January – guiding principles and oversight.

- **Basic Reference Document QM 4.0 – Current NB MCO Quality Management Plan Approved by DHS**
- **Board Briefing Paper #24 Homework Assignment Reminder Excerpt for January 4th Meeting Seminar with Directors' Personal Insights on Policy Governance Model**

Longer term board members shared their insights on our board governance model with the three newest directors.

 - Dave Markert – Dave feels he knows quite a bit about long term care because of his experience. He feels as a NB board member our perspective must be broad and our detail must be mastered. He is positively affected by the board members dedication to the issues of the clients we serve. Part of Dave's saga has been well fulfilled by being on the NB board and has been a positive and unique board experience for him.
 - Dale Schleeter - Dale shared this has been a very interesting experience and like any endeavor sometimes frustrating, sometimes difficult, but most of the time very rewarding. Much different from the county board and the governance model is perfect for this organization. What has helped Dale is enjoying his service on this board – and suggested new board members make sure they enjoy it.
 - Ken Mosentine – Ken shared because of the uniqueness that we operate as a public business model and the results come out as a business - corporate model with a public dedication.
 - Mike Linton – Mike shared that he has enjoyed the endeavor ever since being on the consortium and has learned a lot and is impressed with the foresight of the board looking to the future. He has used a lot of the teachable moments with other boards he is on.
 - Don Percy - Don stated he is impressed that we've managed to maintain a sense of humor and know how to make a point without making an enemy. We take our work seriously and have high expectations for each other.
 - Mark Novotny- Mark commented that he has learned a lot and it's a very unique board. Would like to see what orientation information is given to the new members.
 - Dee Kittleson - Dee shared that NB has the same problems that the county does in working with the state. It's been interesting to see just how well everyone has gotten along and one thing that helped her was that she's actually learning how to get on the internet. She feels she's made friends here as well.
 - Jack Sweeney - Jack shared that he had never previously been on a health and human services board. Was picked by his county board chair to be on NB board. Biggest thing we had to learn is we do not serve the county board – we are appointed by the county but we exist to serve NorthernBridges and he feels we've done that successfully. Challenges are great and we are changing into a full operational mode. Ego does not exist on this board and that's key to existing and getting along.
 - Mike Hamm – Mike shared that based on the new member's experience – this board is completely different. Our desired outcome is to provide services for those in need and with that comes a certain responsibility – more reading and more homework than most boards. He feels we have had good training and strong leadership. Biggest thing is to try to understand the issues.
 - Terri Stone – Terri shared that when she came to the board she didn't really know what to

her. Dedication and developing the culture of the board has fulfilled her mission and provided hope for all those on waiting lists.

- Bob Kopisch – Bob commented that this has been a very rewarding experience for him. One of the things that we talked about was what should we be doing for orientation – not quite sure – what questions would the new members have? As the process has developed we've gotten to know each other and dealt with difficult or controversial issues and have gotten to know each other even better through that process – part of being a unit. Somewhere in the orientation process we need to know what questions the new members have.
- Jeff Kieffer – Jeff stated that he has been on a couple of smaller non-profit boards before NB. Everyone is on the same page and feels like he's been a strong participant and not just observing. John is our only employee. Also mentioned the fact that when the board makes a decision, regardless of what your vote was, we speak with one voice and don't subsequently question the group decision of the board.
- Dave Willingham – Dave apologized on behalf of the board for not having anticipated the preparedness we needed for new members of the board. We are instituting the mentoring program and an evaluation of the process will be part of that orientation. We will also be asking members to help us do a better job in orienting new members in the future. We could send new members all of the documents from the last couple of years, but we also want them to know the heart and soul of this organization. When we had our first meeting for Dave it felt like someone on their honeymoon – knew something really good was going to happen but wished he knew more of what he was doing. He knew we had an enormously important job and a lot to do in a very short period of time. The board has become something like a family to Dave. We have affection and that is more important than who or what we are as individuals.

The three newer members of the board were asked for their comments.

- Don Quinton – Don stated that when he first came on board he had a lot of people telling him he would be so far behind but he feels he came in at an ideal time as we were going into another phase of operations. He learns best by paying attention. One observation for Don was that having Don Percy here is a great asset to the board and having teachable moments is helpful to us all. What interested Don about getting on the board is he has a mother with Alzheimer's disease and his ambition is to help take care of his elderly parents. He is honored to be a part of this board.
- Tom Innes - Tom stated that this is his 4th meeting and had no clue what he was getting into when asked to be on the board. He was concerned about being bored and that has not happened with this board. Feels it is overwhelming at times but can get accustomed to it. Sees that it is challenging but enjoyable. Tom's mother was an advocate for the elderly.
- Larry Main - Larry stated he didn't think it was going to be a honeymoon as Dave did. He felt totally lost with some of the terms at the last meeting. So far the board environment is very relaxed and everyone contributes. Doesn't feel there needs to be a whole lot of orientation – that new members don't need to know everything that's happened in the past. So far it has been a pleasure serving on the board.

9. Board & Committee Meetings Planning

Dave Willingham stated they had a conversation at the Executive Committee meeting where they looked at a different format for board meetings to better integrate and assimilate. Dave's observation as the Chair is that many of us get pretty weary by the end of a full day. Particularly concerned about the fact that going forward if we really want to encourage the participation on consumer directors the lengthy day becomes an even greater problem. Suggestion is to go to a 1-1/2 day format, beginning the day at 9:00 on Monday and run until noon with a lunch break and then board briefing papers with Don and adjourn for the day earlier around 2:30 or 3:30,

have been planned/reserved for most of us. Members agreed that this schedule would make better use of all of our time. Decision was to follow the new schedule of 1-1/2 day meetings through 2010 and evaluate how it is working later in the year.

10. Financial Statement Report

Brian Ahlgren reviewed the income statement, cash flow & balance sheet for November, 2009. Board discussed the acuity adjustment and risk sharing agreement. Clifton Gunderson at HQ Wednesday through Friday of this week testing our accounting functions and will be back at end of January or beginning of February. We have not received the signed contract from them yet as they are concerned about the start date of the audit and they want clarification from the state that the audit should start from May 2009 and not January 2009. We've successfully sent a provider ETF and will start 3 additional providers on ETF with this next check run. PND staff will be communicating this EFT payment option to providers.

11. Adoption of Amended 2010 Business Plan and Authorization of CEO to sign the 2010 DHS-NorthernBridges Family Care Contract

2010 Business Plan reflects a \$6.2M reduction in expenses which includes our final adjustment after negotiations with the state. Staffing savings in eliminating some positions, reduction of project management services and reducing service costs (\$4.4M) along with other additional savings in Admin. & Exec. Expense, IT Management, Provider Management, Care Management Admin. and Direct Care Management. NB service costs are high compared to the funding principles established by the MCO's. Brian discussed the NB 2010 proposed budget as compared to the DHS final budget.

Dale Schleeter moved to adopt the Amended 2010 Business Plan and authorization of CEO to sign the 2010 DHS-NorthernBridges Family Care Contract. Ken Mosentine seconded. Motion was carried by voice vote without negative vote.

Jack Sweeney left the meeting at 2:12 p.m..

12. CEO Report

- **Recruiting/Personnel**

John asked for feedback from the board members on updating the format of the recruiting/personnel report to be more relevant to the entire organization and not only hub-centric. Suggestions were to add care management ratios by hub and summarize by position.

- **Member Demographics**

It was recommended to give this kind of detail to the board every 3 to 4 months. Request was made to show how many members actually enrolled from the waiting list each month for the total 11 county area.

- **Business Operations**

Russ Lutz discussed that the Vestica customer support to providers has greatly improved and the phone calls have dropped off by 90%. Recently went through and corrected all of the ISP's that had technical issues. EFT "practice" is in place and hope to have EFT available to all providers by the end of January.

- **2010 Care Management Initiative**

Russ stated the state looks at the pilot counties to determine our capitation rates. We are expected to match the cost structure of those pilots within 3 years (what took the pilots 8 years). This will really have to do with the demographics of the population. We have to come up with our own formulas to follow. PMPM costs start to lower with members taken off of the wait lists. High cost report identifies individual service costs that are higher than our thresholds. Residential rate setting methodology will be tied to acuity. NB will be conducting provider seminars in January to discuss the residential rate setting methodology, room & board and EFT. Colleen posted the dates and locations of these seminars on Basecamp on 1.5.10.

- **State MCO Association Goals & Objectives**

on: 1. Care Management competency based systems. 2. Analyze the rollover costs of previous waiver and wait list members. 3. Provider Management. 4. Quality Management.

- **Superior Days**

John submitted a proposal to Superior days around the inadequate funding of Family Care and it did not make the cut. Superior Days is February 23rd and 24th.

- **Miscellaneous**

Quality Management program runs from August to August but this will be adjusted to be on a calendar basis. The Sharepoint Board of Directors page is being tested later this week. CCO members will be served out of Rice Lake hub. Partnered with Impact 7 to develop additional low income housing in Ashland. Representative Samantha Kirkland has requested an audit of the Family Care Program.

13. Public Comments

John Nousaine of North Country Independent Living commented he had a number of issues that did not make the cut either. He has heard that the format is supposed to be different this year in that it will be more of an open discussion, especially with Susan Crowley being new. John Nousaine highly encouraged NB to attend Superior Days and thinks it would be a great PR opportunity for NB as well. John McMahon wasn't sure if we would gain much as we meet with the department monthly. John Nousaine also commented on NB's mission of providing members the best life possible. One of his concerns regarding the preferred provider letter that was sent out is consumer choice and consumer control. If a provider is not on the preferred provider list, how can they choose their provider? Seems contradictory to the notion of quality. While he understands the realities, how are we going to balance the quality and consumer choice issue? Biggest concern is the whole notion of consumer choice and control. Concern that we have cut a couple of quality positions within NB. John Nousaine stated that it would be impossible for North Country Independent Living to bundle all of their services into one price due to the number of varied services they provide. Amy Burnett inquired if the provider seminars are being conducted before the due date of proposals and John McMahon answered yes.

14. Correspondence

None.

15. Date & Agenda for February Board Meeting

New board meeting schedule to start with February meeting on February 1st & 2nd. 9:00 for both Monday and Tuesday. Afternoon session for training and committee meetings. David Markert and Dale Schleeter requested to be excused from the February board meeting.

16. Meeting Review & Discussion

Ken Mosentine thought the meeting was productive and conducted properly. The discussion with insight for the new board members was helpful. Bob Kopisch rated all 9 areas satisfactory. Good discussion on several issues. Good management reports. Ran a little long on some topics. David Markert discussed the QMPMC meeting – David Markert was elected Chair & Mike Hamm elected Vice-Chair. Ken Mosentine and Tom Innes hold 2 year terms and Terri Stone & Mike Hamm hold 1 year terms. Dave Willingham reminded QM committee members that their meeting constitutes a second meeting with regards to their per diem. Dave also mentioned that we should draw attention to the fact that Mike Hamm recently retired from 28 years on the Wisconsin State Patrol. Congratulations Mike!

17. Adjourn

Dave Willingham declared the meeting adjourned at 4:14 p.m.

Recorder,

Colleen Dressen