

**Minutes-DRAFT**  
**NorthernBridges**  
**Board of Directors Meeting**  
**July 6-7, 2009**  
**Flat Creek Inn, Hayward, WI**

**Board Members Present:** Dave Willingham, Jeff Kieffer, Jack Sweeney, Dee Kittleson, Bob Kopisch, Terri Stone, David Markert, Mike Linton, Jeff Schinzing, Brian Tarro, Ken Mosentine, Dale Schleeter, Sue Zieke.

Others: Don Percy of The Bardish Group, Andy Phillips of Centofanti Phillips, NorthernBridges staff, John Nousaine & Don Quinton.

**1. Call to Order**

Dave Willingham called meeting to order at 9:05 a.m.

**2. Roll Call**

All members present with the exception of Mike Hamm who was excused and Mark Novotny who arrived at 9:15 a.m.

**3. Approval of Minutes from June 1, 2009**

Dave Markert moved to approve the June 1, 2009, meeting minutes. Brian Tarro seconded. Motion was carried by voice vote without negative vote.

**4. Review & Approval of Agenda**

Hearing no additions or changes, the chair approved agenda.

**5. Public Comments**

None.

John McMahon introduced newly hired staff from NorthernBridges.

**6. Executive Committee Report**

Executive Committee met on three occasions since last board meeting.

**June 22:**

During this teleconference call, the only order of business was to plan the agenda for the July Board Meeting. Minutes were posted on Basecamp.

**July 2:**

The Executive Committee met a second time on July 2. Those minutes had not yet been transcribed but will be by July 8. At the July 2 meeting, the committee approved the minutes of the previous May Executive Committee meeting and reviewed Corporate Counsel's input on Conflict of Interest; held a closed session regarding Corporate Counsel's Conflict of Interest Report and recommendations; and reviewed Briefing Paper #19 as well as Board Education Seminar papers. Following the closed session, disclosure of conflict of interest information submitted from Board members was reviewed.

**July 5:**

An additional conference call was made in closed session on July 5 with the agenda posted on Basecamp.

Dave Willingham asked for questions or comments on the Executive Committee Report. There were none.

#### **7. Election of Board of Directors Vice-Chair**

Nominations submitted for Vice Chair included Dave Markert, Ken Mosentine, Dale Schleeter, and Jeff Kieffer. Additional nominations from the floor were called for, none were made. After the first ballot, no nominee had more than 51% of the vote. A runoff election between the two top vote getters (Ken Mosentine and Dale Schleeter) resulted in Schleeter being elected as Vice Chair by a 9-5 count.

#### **8. Election of Executive Committee Member**

No action required as election of Dale Schleeter as Vice Chair filled the vacancy on the Executive Committee.

#### **9. Board Seminar Part 1: Briefing Paper #19: Applying Board Process Policies to Specific Situations (including policy refinements for conflict of interest)**

Dave Willingham requested the Board to consider a motion to convene in closed session pursuant to Wis. Stat. Sec.19.85(1)(e) "for purpose of preliminary consideration of specific personnel matters," to wit: to review employment applications and selection processes of specific named individuals.

Dave Markert moved to convene in closed session. Bob Kopisch seconded. A roll call vote was made to convene in closed session. All voted yes. Upon completion of the closed session discussions, Dave Markert moved to return to open session at 12:25 p.m.. Bob Kopisch seconded. Motion carried by voice vote without negative vote.

Don Percy summarized parts I - III of the Briefing Paper #19, and then facilitated a board discussion of the policy and procedural guideline refinement options listed in part IV. The consensus outcome of the board discussion was to accept the conclusions and suggestions in Section III. The board's preferred course of action after reviewing its options was to request, for consideration at its August meeting, preparation of amendments to the board policy (Policy Book Section IV.B.7) and the attendant Procedural Guideline PG-1 on conflicts of interest to specify that a board member who applies for employment with NorthernBridges must resign from the board concurrent with submission of such application. The board left to future consideration the means and manner by which such applicants, if unsuccessful in their NorthernBridges job quest, might later be considered for reinstatement by their respective appointing authority, i.e. the county board and/or administrator in the case of the county appointees and the NorthernBridges Board in the case of the consumer appointees.

Motion by Markert, second by Kopisch and unanimously approved to accept the findings set forth in parts II and III of Briefing Paper #19 (Applying Board Policies to Specific Situations), and to request for consideration at the August board meeting the preparation of amendments to current board policy statements (Section IV.B.7) and procedural guidelines (PG-1) on conflict of interest (a) to require any board member who applies for employment with NorthernBridges to concurrently resign his or her position on the Board and (b) to create in the bylaws a special board committee on COI monitoring/oversight.

Andy Phillips gave a brief description of the IRIS program and the differences between managed care and self-directed services. By law, IRIS has to be separate from an MCO and would not come under conflict of interest rules.

It was mentioned that even though Board members are considered NorthernBridges employees to categorize their board services for IRS reporting purposes alone, they only receive per diems and are not salaried. The Board made this policy decision previously at the April 2009 Board meeting.

#### **10. CEO Report**

Russ Lutz, Operations Project Manager; Maureen Kenney, Care Management Officer; and Rita Mueller, Provider Network Manager, updated the board on rollout efforts to date. Two more hubs opened on July 1 bringing the total to 8 out of 11

counties being served by NorthernBridges.

Russ Lutz said in terms of care planning, continuity of care was key and the transition is going smoothly. Care management teams are taking the next steps in doing comprehensive assessments, member-center plans and final service authorizations. People are starting to come off the wait lists as planned at this point in time.

Maureen Kenney reported a total of 105 individuals now working on care management teams. To date, NorthernBridges has enrolled 1,243 members. She said it is an aggressive schedule from a care management perspective, but people are rising to the challenge. All hubs will have employees in them by July 10, though Ashland employees will continue to use a temporary location while their building is being readied.

Rita Mueller reported that NorthernBridges had received applications from 581 providers with approximately 325 signed to date. She said that there has been no response from the tribes in regard to provider services contracts.

Levels of denials for claims had been minimal, which is good. Rita explained the use of limited term contracts for providers to assure that members get care quickly and providers get paid quickly. These contracts are shorter, easier to fill out, and have different insurance stipulations. These are time limited to 6 months.

Russ Lutz said that NB is going the extra mile with claims processing to help continuity of care for members, and to make sure providers are happy. He said the average time to pay a claim from the time it is received to the time a check is cut, is 15 days which is "amazing."

In conclusion, Russ said the focus now will be to work on relationships with the ADRCs and counties.

#### **11. Financial Statement Report**

Brian Ahlgren, CFO, went over the financial statements for NorthernBridges for the month of May 2009, which included the income statement, balance sheet, and cash flows.

The Board meeting was recessed at 4:30 p.m. until Tuesday, June 7, 2009.

Meeting was reconvened at 8:30 a.m., July 7, 2009. Dee Kittleson, Mike Hamm, and Brian Tarro were not present. Mark Novotny joined the meeting at 8:40.

#### **12. Board Seminar Part 2: Paper 5.2 Introduction to Board Process Policy Review by Categories**

Don Percy led the Board through an overview the Policy Review by Categories and how the Board will proceed in the coming months.

#### **13. Board Seminar Part 3: Paper 5.2.1: Annual Review of Policies on Governance Style and Director Conduct**

Percy conducted an interactive seminar covering governance style and director conduct. As an example of one means by which the board could monitor its meeting performance relative to its board processes policies, he suggested that a different Board member could be designated at each meeting to monitor how the board had carried out its process policies during that meeting and give a brief report at the close of the meeting. Board members offered reactions and variations on his idea.

The Board discussed how members who miss a meeting should access the information they missed, especially if it contains confidential information from closed sessions. It was decided that the member should refrain from asking other Board members and instead read all the records available and then contact the Board Chair for additional information as needed.

Dave Willingham suggested that orienting new Board members should involve a structured orientation by the Chair and might include a tour of Hayward headquarters and meetings with management. He also suggested that the Board consider appointing a mentor to new Board members. It was decided Willingham should proceed in determining how to find a mentor for a new board member.

**14. CEO Report** *(continued from Monday)*

- Recruiting/Personnel Update
- Tribal Planning
- DHS Strategic Plan & MCO Letter to DHS Secretary
- Governor's Northern Tour

**Recruiting/Personnel Update:**

John McMahon reported that:

- Lucy Glover has moved into the Finance Manager position.
- The two positions previously called Regional Care Manager have been renamed Director of Care Management to better reflect the position responsibilities.
- Jason Kohl is now the Manager of Technology services, a new position created to better manage IT throughout the organization.
- Russ Lutz, who had been funded by the state through the end of June to help with certification, has contracted with NB to work for another year as Operating Project Manager. He will manage internal operations and work with managers to make sure systems are working and coordinating efforts across departments. For now, the Chief Operations and Strategy Officer position will remain vacant, as Russ covers those functions in what he does.

Bob Kopisch requested the organizational chart be updated to reflect the changes.

McMahon explained how NB is researching "insourcing" important but hard-to-find positions such as Quality Manager and Rehab Specialist from outside companies with expertise in those areas. Such employees would be required to work on site in order to be present with staff.

McMahon discussed the DHS strategic plan and letter sent to Secretary Timberlake by the members of the Wisconsin Family Care Association, which includes NorthernBridges.

McMahon said that during the week of August 19-27, a tentative visit by the Governor and Secretary Timberlake is planned, though dates and times are unknown.

McMahon discussed guardianship issues that NB has with the counties. The issue being that some counties have paid room and board while family care policy is that members are responsible for room and board and guardianship. There is now a proposal that guardianship fees be deducted from a member's funds only after they pay room and board.

### **15. Report on Annual Board Member Conflict-of-Interest Disclosure Statements**

John McMahon reported that 14 out of 15 statements had been received. Further discussion on conflict of interest parameters followed. Note: regarding board discussion and for minutes clarification the board discussion of the prescribed handling process, absent a "committee" to which any annual COI submissions could be referred, it was determined by consensus that the five submissions in this instance should be passed sequentially to all board members. The board effectively became an ad hoc "COI oversight committee of the whole" and, in that sense, was in compliance with the guideline.

Since the board will consider in August a proposal to create a COI oversight committee, upon approval and establishment of such committee, it can then serve as the COI committee anticipated in PG-1 and will be in a position to recommend any further distribution (e.g. to the full board) of these confidential statements.

### **16. Board First-Year Report**

McMahon shared a draft of the Inaugural Board Report being prepared for publication in July.

### **17. Board Monitoring Policies**

McMahon reviewed a draft of care planning and management policies. The Board suggested minor revisions.

### **18. Adoption of MCO Funding Principles**

McMahon requested the Board go on record as supporting these principles. Jeff Schinzing moved to approve the MCO Funding Principles. Dave Markert seconded. Motion was carried by voice vote without negative vote.

Sue Zieke left board meeting at 11:35 a.m.

### **19. August Board Meeting**

McMahon discussed the August Board Meeting and Rollout Celebration. He said the purpose of the celebration was to celebrate the full enrollment of 11 counties into Family Care and recognize and invite the people, businesses, and organizations that helped make it happen.

### **20. Public Comments**

None.

### **21. Meeting Review and Discussion**

Dave Willingham reflected on the growing and learning experiences the Board has been through together and said he was confident they will continue to develop even greater trust and respect because of those experiences.

### **22. Date and agenda for next meeting**

August 3 & 4, 2009.

### **23. Adjourn**

Dave Markert moved to adjourn the meeting at 11:50 a.m.. Mike Linton seconded. Motion was carried by voice vote without negative vote.

Recorder,  
Jeanne Joyce