

**Minutes-DRAFT
NorthernBridges
Board of Directors Annual Meeting
June 7, 2010
Flat Creek Inn, Hayward**

Board Members Present: Dave Willingham, Jeff Kieffer, Mike Hamm, Bob Kopisch, Terri Stone, Mark Novotny, Ken Mosentine, Dee Kittleson, Mike Linton, Jack Sweeney, Dale Schleeter, David Markert, Tom Innes, Susan Reinardy, Howard Johnson, Sue Zieke.

Other: Don Percy of The Bardish Group, new NB staff Heather Rosen, Joan Wainer, Pat Olson, Melissa Berglund, Vickie Dago, Kristiana Rominske & Steve Baldwin. NB CFO Brian Ahlgren & Marketing & Communications Coordinator Jeanne Joyce.

1. Call to Order

Dave Willingham called the meeting to order at 9:09 a.m..

2. Roll Call

All members present with the exception of Larry Main and Don Quinton who were excused.

3. Review & Approval of Agenda

Agenda order approved.

4. Public Comment

None.

5. Receiving of Newly Appointed County Representatives to Board of Directors

Dave Willingham confirmed receipt of written statements from Douglas, Burnett & Polk County Board Chairs for the reappointment of Jack Sweeney, Larry Main & David Markert to the NB Board of Directors. Sue Reinardy suggested incorporating when the terms expire into the motion. Ken Mosentine moved to confirm reappointment of Jack Sweeney, Larry Main & David Markert to the NWLTCD NorthernBridges Board of Directors for terms expiring May 31, 2014. Howard Johnson seconded. Motion was carried by voice vote without negative vote.

6. Board will consider a motion to convene in closed session pursuant to Wis. Stat. 19.85(1)(c) for the purpose of "considering specific personnel matters," to wit: consideration of report of Consumer Director Vetting Committee

Tom Innes moved to convene to closed session at 9:36. Ken Mosentine seconded. Motion was carried by voice vote without negative vote.

7. Motion to return to open session and act on any closed session items

David Markert moved to return to open session at 10:03. Bob Kopisch seconded. Motion was carried by voice vote without negative vote.

8. Appointment of Consumer Representative to Board of Directors

Jack Sweeney moved to appoint Jeff Kieffer as Consumer Representative to the NWLTCD NorthernBridges Board of Directors to fill the term ending on May 31, 2014. Mark Novotny seconded. Motion was carried by voice vote without negative vote.

9. Designation of Legal Counsel to the Board of Directors

The Board reviewed the Retainer Agreement of Phillips Borowski, S.C.. Bob Kopisch moved to designate Phillips Borowski as legal counsel to the Board of Directors and to approve the Retainer Agreement. Mike Hamm seconded. Motion was carried by voice vote without negative vote.

10. 2009 Audit Report

CFO Brian Ahlgren and CEO John McMahon met with the FMPMC and received input from the committee on the audit report. All issues the FMPMC had regarding the notes, risk reserve, working capital, have been addressed with Clifton Gunderson and resolved to our satisfaction. These changes have been made in the notes and the financial statements. Language has been added to the MD&A and the working capital with regards to the certification process. Bob Kopisch stated that the FMPMC was satisfied with the changes made by CG. Jack Sweeney inquired as to who NB will send out financial statements. Up to this time, DHS is the only party in receipt of our financial statements. It was recommended by the Board to keep a list of who requests them and to whom we send. It was also recommended that the Board review the Investment Policy. Our internal policy regarding claims looks at provider integrity and claims payments, information technology and risk assessment.

Ken Mosentine moved to accept the 2009 Audit Report from Clifton Gunderson. Tom Innes seconded. Motion was carried by voice vote without negative vote.

11. 2010 Auditor Contract

The consensus from the FMPMC was to solicit quotes from CPA firms for the next year's audit vs. automatically going with the same auditors. Next year will not be a single audit as was this year.

Dee Kittleson moved to request NB staff to draft a Request For Proposal and bring to the FMPMC and then to the Board for approval by the 2010 August Board meeting, with an auditor to be selected by the October 2010 Board meeting. Mike Hamm seconded. Motion was carried by voice vote without negative vote.

12. Annual Report

John McMahon thanked Jeanne Joyce for her hard work on the draft of the Annual Report. The report includes member stories, Board of Directors year in review, lists the Board Committees, discusses NB year in review from a Care Management perspective, summary of the 2009 audit, graphics around enrollment, and commentary from CEO John McMahon and Board Chair Dave Willingham. The Board will receive copies of the annual report when completed and these will be shared at the County Board meetings.

13. Public Comment

None.

14. Meeting Review & Discussion

None.

15. Adjourn

Ken Mosentine moved to adjourn the meeting at 10:49 am.. Dave Markert seconded. Motion was carried by voice vote without negative vote.

Recorder,

Colleen Dressen