

Minutes-DRAFT
NorthernBridges
Board of Directors Meeting
June 7 & 8, 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, Gene Chuzles of The Challenge Center, Dennis Liphart of Pathways to Independence, new NB staff Heather Rosen, Joan Wainer, Pat Olson, Melissa Berglund, Vickie Dago, Kristiana Rominske. NB CFO Brian Ahlgren & Marketing & Communications Coordinator Jeanne Joyce.

1. Call to Order

Dave Willingham called the meeting to order at 11:13a.m. following the 2010 Annual Meeting.

2. Roll Call

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

3. Public Comment

None.

4. Approval of Minutes from May 3 & 4, 2010

Tom Innes moved to approve the May 3 & 4, 2010 meeting minutes. Dave Markert seconded. Motion was carried by voice vote without negative vote.

5. Approval of the Order of the Agenda

Order of agenda was approved.

6. Executive Committee Report

The Executive Committee met on 5.17.10 at NB headquarters in Hayward and all members were present. Minutes from the 5.17.10 EC meeting were posted on Sharepoint on 5.28.10. There were no public comments. The committee approved the minutes from the 4.16.10 EC meeting and had follow up discussions to the May board meeting. The committee covered several subjects including how the board would handle the upcoming years' audit and there was a motion to recommend putting the audit out for bids. This item is on the June Annual agenda. Previewed the Revised 2010 Business Plan with John McMahon and Brian Ahlgren. John attended a meeting with the other MCO's in which Tom Lawless made the statement: "there is enough funding to support family care". The committee received a report from Brian on the risk reserve and discussed the issue of not receiving a June capitated payment. Also some discussion on the relationship between the ADRC's and NB and issues that have arisen. There are some mutual concerns about how the ADRC's and NB work together. There was a meeting on 5.25.10 with the ADRC's and NB and a meeting on 5.26.10 with Economic Support and NB. Motion was made and seconded to send the 2010 Revised Business Plan to the state before today's Board meeting. Discussed scheduling the Consumer Director Vetting Committee meeting and interviews which took place at NB headquarters on 6.1.10 with Dave Willingham in attendance. Reviewed the legal counsel retainer agreement. The Executive Committee is just starting the process of reviewing the CEO employment agreement and assessment and will continue that discussion in June. John McMahon reported on the New Director Orientation process. Sue Reinardy & Howard Johnson visited HQ on 5.7.10 and had an opportunity to meet HQ staff.

7. Board Education & Development: A Teacher's Perspective at the End of Year Two (Don Percy, The Bardish Group)

Don Percy addressed the Board and talked about the Board's role, function and past and future tasks. Under our laws, we're chartered as a special unit of government. Meetings are publicly noted and public comments welcome. We are required to have an independent audit and are expected to operate as a business.

Our annual reports include the audit report and describe our activities and performance during the preceding calendar year (2009). Our 2009 Annual Report goes beyond those basics and is humanized by members' own descriptions about the difference NorthernBridges has made possible in their lives, these are therefore stories of how NorthernBridges Board members and staff act out our organizational values, what we've learned from our members, and their changed lives.

The NorthernBridges Board is unique in that it's chosen to operate under a well-defined policy governance model which provides a clear delegation of authority to the CEO, defines what organizational means the CEO may use to achieve our mission and provide needed services. Board policies spell out what's acceptable and what's not. The Board then holds the CEO accountable by careful monitoring of its policies' implementation. We then ask for the CEO's interpretations of the policies, evidence and data that are acceptable by the Board. NB Board is constantly exacting accountability for the policies.

NB has a powerful Board. NB Board has implemented the design of the Board membership itself. The equally unique thing that the Board has done is to continuously engage monthly in board training, education and development, and appraising its own performance retrospectively at the end of every meeting. With Phases I and II of board development now completed, Phase III begins next month as the Board implements and phases in year-round monitoring to hold the CEO and itself accountable for achievement of board policies relative to outcomes, executive delegation, control of means used by the CEO and board adherence to its own process policies and performance expectations.

The monitoring era of your evolution as a policy governance board has begun and will reach full flowered status over the next twelve months. There will be a number of teachable moments, fine-tuning opportunities and increased time to carry out a treasured opportunity of a policy governance board to "dream the future." Success will depend on your ability to act out the "board member expectations" you have collectively set for yourselves:

- +Be prepared to participate responsibly in every meeting.
- +Represent the overall NorthernBridges Program, Its Members and Its Purpose.
- +Be responsible for group behavior and productivity.
- +Be a proactive board member.
- +Honor divergent opinions without being intimidated by them.
- + Use your special expertise to inform your colleagues' wisdom, not to substitute for it.
- + Orient to the whole, not the parts.
- + Think upward and outward more than downward and inward.
- + Tolerate issues that cannot be quickly settled, but don't tolerate putting off the big issues forever.
- + Support the board's final decision: once a matter is decided by full board, speak with one voice .
- + Don't mistake form for substance.
- + Obsess about ends/outcomes.
- + Don't expect agendas to be built on your interests. Bear in mind NorthernBridges and its board are not there for your self-actualization, but rather to actualize the NB vision and purpose.

Don closed with the following observations about the Board's and NorthernBridge's stewardship commitments/

Each and all of you are, first and foremost, the stewards of a public trust...you have chosen service over self interest, dedication and disciplined conduct over lip service and sporadic attention.

You are the stewards of assurance that Family Care RESPECT Principles truly guide the MCO's operations and interaction with its members:

Relationships based on caring, respect, continuity and a sense of partnership;

Empowerment of member to make choices;

Services tailored to meet individual needs;

Physical and mental health services that help people achieve their best level of health & functioning;

Enhancement of each individual's sense of self-worth and the community's recognition of his/her value;

Community and family participation with and by each individual; and

Tools for self-determination which support achievement of maximum self-sufficiency and independence.

You are also steward nourishers of the hope inherent in the outcome statement on your letterhead -- to see to it that each member is enabled "to achieve the best life possible" through caring, effective and efficient use of the finite resources available to the enterprise.

With the occasion of the Annual Meeting just completed, you have accepted and now re-dedicate yourselves anew to this high and humbling stewardship calling. He closed by thanking the Board members for what they've done.

8. Report from OADF Review Panel of the 2010 Annual OADF Forms

Chair Dale Schleeter reported that the Outside Activities Disclosure Forms review panel met last Thursday, 6.3.10 via teleconference at 12:30 pm. Board Vice Chair Dale Schleeter, CEO John McMahon, COIPMC Chair Larry Main, and District Counsel Andy Phillips in attendance. Board Chair Dave Willingham recused himself from the meeting. There were 3 OADF's that the panel reviewed. 2 forms related to directors sitting on provider boards which were determined to be a potential conflict of interest. 1 of these 2 forms did not disclose known outside personal interest activities that needed to be included and Andy will write a letter to these Board members regarding the potential conflict of interest and have them sign an agreement that they will remove themselves from any discussions pertaining to any business between the 2 entities. The 3rd form was incorrectly answered and the director will be asked to re-submit it. Legal Counsel has made the statement that the more disclosures the better. There was discussion about how to properly complete the form. It was decided that a template of a completed form will be developed and brought to the board for discussion.

9. Revised Draft CEO Interpretations of Financial Management Monitoring Policies

The only change is on Page 3 of II.B.1.5 Investment Directions, 2)a)(1) "and in accordance with the Board's Investment Policy Permissible investments may include". Dave Markert moved to adopt the Revised Draft CEO Policy Interpretations of Financial Management Monitoring Policies. Jeff Kieffer seconded. Motion was carried by voice vote without negative vote.

10. Draft CEO Interpretations of Member Relations Monitoring Policies

John reported that the MRPMC will be reviewing these at their meeting today. Some policies were previously approved by the Board. John reviewed the document with the Board. It would be appropriate for the MRPMC to bring to the board any recommendations for changes at the continuation of today's meeting on Tuesday.

Meeting was recessed at 2:12 p.m. to allow for the MRPMC meeting.

JUNE 8th, 2010 CONTINUATION OF THE BOARD MEETING

Dave Willingham called the 2nd day of the meeting to order at 9:05 a.m..

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

CEO Report

- **Financial Statement Report**

Brian reviewed the 4.30.10 financial statements with the Board. NB will be receiving \$3M from the state as a bridge to help us through June until we get the state's June & July capitation payments in July. We are also authorized by the state to use our \$500,000 risk reserve. Going forward, with the Hub/Regional financial statements, we will take the Member Long Term Functional Screen acuity and develop for each hub a member services budget which will be more reflective of the member service costs for each hub.

- **2010 Business Plan Update**

The EC committee reviewed the Revised 2010 Business Plan and NB submitted this to the state a few weeks ago. First response from the state was last Friday, 6.4.10. We have another meeting scheduled with the state for tomorrow, 6.9.10 for an extensive discussion and more details on our strategies for care under management. They will not discuss budget until we talk more details. We proposed a capitated rate adjustment vs. the risk sharing agreement and they won't discuss until we've further discussed the care under management plan. The state would like to have the new plan in effect by July 1st. (risk sharing or adjusted cap payment). We feel a risk sharing agreement did not make sense as we would incur a loss and wouldn't achieve our working capital of 1%

- **Staffing Update**

The Board reviewed the May 31, 2010 Staffing Update. Care Management Resource Center will be where all new CM's will get their initial training and it will be housed at the Hayward Hub. The CMRC will also provide ongoing training and support to the Care Management staff.

- **Membership**

The Board reviewed current membership as of 5.31.10. New format on back page also shows Enrollment and Disenrollment since 5.09 by hub. The Board liked the new format.

- **Miscellaneous**

The Board was provided with the May, 2010 Family Care Provider eNews and the May 6, 2010 Milwaukee Journal Sentinel article *Home Care Workers Vote In Favor of Union*.

11. Policy Monitoring Committees Reports

MRPMC Chair Mike Hamm reported that there were no changes recommended for the Draft CEO Interpretations of Member Relations Monitoring Policies. Quality Manager Grace Burkinshaw discussed the Member Satisfaction Survey which will be going out later this month. The survey has required questions from the state and NB should be able to report the findings back to the board at the October Board meeting. The NB Member Advisory Council has started up and they give feedback on the member publications such as member handbooks and marketing materials. The committee also discussed the Grievance and Appeals process and that NB is now receiving more grievances and appeals which is positive as some relate to adjustments in services and the process is working. Grace also reviewed the Critical Incident Reports for 1st Quarter of 2010. Plan to have a follow up report on the Critical Incidents Report at the October Board meeting. Next MRPMC meeting will be 10.4.10.

Mike Hamm moved to approve the Draft CEO Interpretations of Member Relations Monitoring Policies. Ken Mosentine seconded. Motion was carried by voice vote without negative vote.

12. Public Comments

None.

13. Correspondence

None.

14. Meeting Review & Discussion

Monitors for the June Board meeting were Sue Zieke & Dave Markert.

Sue was impressed with the questions the board always asks. During the closed session on Monday we were able to get ourselves back on track. We did get a little bogged down when we discussed the CEO Interpretations of FM Monitoring Policies language. Overall it was a great meeting. Sue gave Chair Dave Willingham an "A" for lack of puns.

Dave agreed with Sue's comments and felt the Board had some very good discussions throughout the meeting. Officer's terms relative to board appointments - felt it was handled well. Teachable moment with Don was that committees don't make decisions, they report findings. Very good discussion about cost of care relative to the old and current systems of budgeting. Overall dealings with the state in regard to the business plan – it's beginning to feel like we know what we're doing.

Dee Kittleson questioned the term appointment process of re-appointed directors (Jeff Kieffer as re-appointed consumer director) relative to serving on the EC or other committees. Chair Dave Willingham commented that we need to review the way things work, clarify the language in our bylaws in terms of officers and committees. Had this been a new consumer director, we would elect someone to the EC committee, or other committees.

15. July Board Meeting Dates & Agenda Items

Tuesday & Wednesday, 7.6.10 & 7.7.10. Monitors for July Board meeting will be Howard Johnson and Mike Hamm.

16. Adjourn

Mike Linton moved to adjourn the meeting at 11:48 am.. Dave Markert seconded. Motion was carried by voice vote without negative vote.

Recorder,

Colleen Dressen