

**COMMUNITY CARE OF CENTRAL WISCONSIN**  
**Board Meeting Minutes: Approved**

**DATE:** March 24, 2010  
**PLACE:** Central Wisconsin Airport, Conference Room A  
**TIME:** 3:00 – 5:00 p.m.  
**PRESENT:** Jim Clark, Ken Day, Lonnie Krogwold, Rob Kublank, Keith Langenhahn, Donna Rozar  
**EXCUSED:** Peter DeSantis, Peter Hendler, Janis Ribbens  
**OTHERS PRESENT:** Michelle Adamski, Jim Canales, Stacey Covi, Emmy Eron, Mark Hilliker, Becky Roble, Lucy Runnells, Caroline Schulein, Julie Strenn, Angie Zahradka, Jody Zuege, Tara Adam

1. The meeting was called to order at 3:00 p.m. by Chairperson Ken Day.
2. Notice of this meeting was provided to Marathon, Portage, and Wood County Clerks; major newspapers of Wausau, Marshfield, Wisconsin Rapids, and Stevens Point; and the CCCW website.
3. No public comment was made.
4. Motion by Lonnie Krogwold, seconded by Keith Langenhahn, to approve the Minutes dated February 24, 2010. Motion carried.
5. Board Policy Discussion
  - A. Board Action to Approve CEO to Proceed with Facility Leases Which Extend Beyond the Term of the State Contract.

Chairperson Day recapped a part of the discussion that took place between the CCCW Board and Susan Crowley, Administrator of the Division of Long-Term Care, at the February 2010 Board Meeting, in which she was asked about the implications of CCCW signing leases which extend beyond the state contract term for Family Care. She asserted that the state does not feel there are any issues with this area and feels the State is comfortable with CCCW proceeding with the commitment. Donna Rozar motioned to approve the CEO to proceed with signing any leases; Rob Kublank seconded. Motion carried with unanimous vote.

- B. Board Action to Approve the 2010 Quality Assurance Performance Improvement Plan. A summary of the 2010 Quality Assurance Performance Improvement Plan was provided by Dana Cyra at the February 2010 Board Meeting. Mark Hilliker reiterated that this Plan provides details of quality indicators, including a number of strategic initiatives which are aligned and complementary to the larger Care Under Management Plan. Board Member Rozar commented on the difficult decision to change vendors for CRP Ceramics in Marshfield in alignment with the Bringing Care Under Management Philosophy; Ken Day further explained that prior meetings were held between CCCW and Wood County with the understanding that there may be service changes based upon the need to cost effectively provide services and manage them differently, and that changing vendors was a possibility. There being no further comments from the Board, a Motion to approve the Plan was made by Jim Clark; seconded by Rob Kublank. All Board Members voted in favor; Motion carried.

**CCCW Board Meeting Minutes – March 24, 2010****C. Review Executive Director/Board Relationship Draft Policy Statements.**

The Board continued their review of the Executive Director/Board Relationship Policies as defined in the Board Policy Governance Manual. The review was in reference to the context of the policies and what the relationship between the CEO and the Board should be. The following changes were agreed upon by the Board:

- ✓ Bullet Number B.3.4 will be rewritten to reflect the appropriate timeframes of benchmarks currently being evaluated.
- ✓ The word “annually” in Bullet Number B.3.6 will be changed to “monthly.”
- ✓ The word “policies” in Bullet Number B.3.8 will be changed “document.”
- ✓ The word “contract” in Bullet Number B.4.4 will be changed to “agreement.”

A revised draft of the policy will be presented at a future meeting for final review and adoption.

**6. Board Education/Governance Monitoring****A. Administrative Reports and Updates****✓ Provider Contracting Update**

The Provider Network staff from CCCW was in attendance to give the Board an update on provider contracting from 2009. Director of Provider Network Julie Strenn introduced her staff members who, in turn, gave a brief description of their respective job duties. Julie emphasized the hard work her staff has done to bring Care Under Management and the individual attention her staff has given to providers regarding rate changes for 2010. All of the rate changes were considered to be done in a consistent, fair, and equitable manner. Julie explained how the standard definition of services was created, as well as how increases or decreases of pay were allowed for each provider. She also explained how CCCW collaborated with other MCO's to create the standard definition of what is included with residential services, and then how CCCW, UW-Eau Claire, and Wipfli rolled out the acuity tool used in this process. The Board was impressed with the work from the Provider Network staff, in creating these definitions and the dedication from each staff member of meeting with providers on an individual basis.

Mark Hilliker recognized the Provider Network staff with a recognition award for their excellent work.

**✓ Monitoring Reports Review and Questions**

There were no dramatic changes on the member report from last month. Lucy Runnells pointed out a positive bottom line on the monthly income statement; however, there are no solid numbers yet for the month of January due to providers having 90 days to submit their claims. Final 2009 figures show a loss of \$2,286,679 for the year, which reduces CCCW's risk reserve to \$2.3 million. Lucy also provided an update on the possibility of borrowing money for the State's June deferment of capitation pay to July. CCCW's banking

## CCCW Board Meeting Minutes – March 24, 2010

partner, M&I Bank, is looking at capping the borrowing fee to \$2500 to offer a line of credit. As June is still too far out, an interest rate cannot be set at this time; however, it was proposed by M&I that the rate may be around 4%, similar to the 2009 rate. There is a possibility that CCCW may not have to borrow in June 2010 as its cash flow may be on the positive side, allowing CCCW to borrow solely from its own reserve.

- B. Discussion to Determine the Board's Interests in Discussing Directly with Providers the Issue of Reimbursement Under the Standardized Acuity Assessment Model. Chairperson Day asked the Board if, as a whole, it wanted to create an opportunity to provide a listening/discussion session with residential providers as a step to relationship building. After discussion, the Board decided that the CCCW management team took on the responsibility to handle provider issues, with the option of bringing major issues to the Board.
- C. Initial Discussion to Begin Providing Direction for a Proposed Structure of the CCCW Board of Directors in Preparation for Expansion into Langlade and Lincoln Counties in 2011.

With the upcoming expansion into Langlade and Lincoln Counties in 2011, Chairperson Day proposed a new Board structure, involving members from all five counties that CCCW serves. Jim Canales reminded the Board that the only State requirement in the contract is that one-quarter of Board members shall be representatives of Family Care themselves. There is no requirement of County Board participation. The Board agreed upon an 11-member Board with two representatives from each of the five counties, with the remaining Board member position appointed at large from the service area. The Board agreed to term limits, which will limit an individual to serving three consecutive three-year terms. Jim will provide the information necessary for the submission of the RFP to the State, which is due in the near future. An initial draft of the revised Bylaw sections will be drafted and reviewed with the Board and the expansion counties prior to their being presented to legal counsel for final drafting. Final adoption will be required by the expanded organization's Board.

### 7. Next Meeting Agenda Items

- Monitoring Reports
  - Member Report
  - Income Statement
  - Balance Sheet
  - Quality Indicator Report
  - CCCW Strategic Plan Implementation Report
  - Employment Network Report
- Board Action: New Board members seated and new Board member orientation conducted during the month.

**CCCW Board Meeting Minutes – March 24, 2010**

8. Motion to go Into Closed Session  
Keith Langenhahn motioned to go into closed session pursuant to Section 19.85(1)(c) and (f), Wis. Stats., for the purpose of considering compensation of public employees over which the Board exercises jurisdiction and which requires a closed session. Motion seconded by Donna Rozar. Roll call vote taken; all voted in favor.
9. Return to Open Session.  
An announcement was made that in Closed Session, the Board approved to move forward with the announcement of a provider rate enhancement and CCCW staff performance compensation payment.
10. The next Board meeting will occur on April 28, 2010 from 3-5 p.m. in Meeting Room A at Central Wisconsin Airport.
11. There being no further business, Motion by Donna Rozar; seconded by Rob Kublank, to adjourn. Motion carried.

Respectfully submitted by Tara Adam, CCCW Executive Assistant