



## COMMUNITY CARE OF CENTRAL WISCONSIN

### Board Meeting Minutes: Draft

**DATE:** September 25, 2013  
**PLACE:** CCCW Wausau Location  
**TIME:** 3-5 p.m.  
**PRESENT:** Board Members Ray Bloomer, Jim Clark, Ken Day, Peter DeSantis, Sam Hardin, Peter Hendler, Jim Jansen, Janis Ribbens, Natasha Rotar, and Frank Saal, Jr.  
**EXCUSED:** Donna Rozar  
**OTHERS PRESENT:** Jim Canales, CCCW Chief Executive Officer; Mark Hilliker, CCCW Chief Operations Officer; Tara Adam, CCCW Executive Assistant

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1. The meeting was called to order at 3 p.m. by Board Chair Janis Ribbens.
2. Public Comment by Jackie Szehner, CCCW Health & Wellness Coordinator, on information for upcoming Open Records Law meeting sessions.
3. Motion by Peter Hendler, seconded by Jim Jansen, to approve the Minutes dated August 28, 2013. Motion carried.
4. Administrative Updates
  - In August, CCCW was chosen as the Managed Care Organization to provide Family Care services to the northwest counties in Wisconsin, currently served by MCO NorthernBridges. CCCW Administration has met with Administration and staff of NorthernBridges to outline the next steps in the transition. Kris Kubnick has been appointed as Director of Operations in the northwest area. Interviews will be taking place next week for NorthernBridges employees who have applied for open positions within the new area.
  - DHS has set up a number of meetings in the northwest area of the state for providers and members who will be transitioning to CCCW on January 1, 2014. CCCW as an organization is the major focus of these meetings. Positive feedback is being received.
  - CareDirector, the new CCCW Information Technology software project, still is projected to go live on February 1. CCCW's intent is to contract with Milwaukee County for transitioning the software system currently utilized by NorthernBridges for the first 3-6 months of 2014 until member data can be fully switched to CareDirector.
  - Preliminary 2014 capitation rates have been communicated by DHS to all MCOs. The overall decrease to capitation rates across all MCOs was close to 7%. According to DHS, this is due both to an adjustment in the state's methodology for determining acuity, as well as the State instituting ongoing policy adjustments. CCCW will have capitation rates for two service regions beginning January 1, 2014: GSR4, which will have a monthly capitation

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- payment of \$2955.23, and GSR7, which will have a monthly capitation payment of \$2888.93. The impact on the lower than budgeted capitation rates received is projected to be approximately an overall \$2.3 million loss for 2014. CEO Jim Canales recommended to the board that they considering approving a budget showing implications of the DHS policy adjustment that will lead to a loss in 2014 for CCCW. Once the preliminary capitation rates are finalized, the 2014 budget will be adjusted to reflect any capitation changes made.
5. Monitoring Reports
    - A. Monthly Income Statement. The monthly net income decreased to \$255,814 in August 2013, down from \$451,163 in July. Net enrollment numbers remain lower than budgeted – down 175 members from projected numbers.
  6. Board Education/Governance Monitoring
    - A. Commonunity<sup>®</sup> Presentation

This agenda item will be postponed to a future date.
    - B. Presentation – Closed Session Protocol

Dean Dietrich, CCCW legal counsel, provided answers to several questions posed to him recently for closed session protocol. Questions and answers provided are as follow:

      - Q. *What, if any, actions can be taken in closed session?*
        - A. A vote may be made in closed session on any topic you are discussing in closed session, provided that the motion and the vote directly relates to the topic for which you are adjourning into closed session to discuss.
      - Q. *What and when do decisions/actions made in closed session need to be announced?*
        - A. What is reported out after closed session is something that is not addressed by the law, but more by practice. Typically, the topic and action taken is intended to be kept confidential by future action by Administration. What is announced upon the return to open session is normally contingent on what action is taken and the need for continued privacy or confidentiality of the closed session action.
      - Q. *Must those individuals, who are in attendance at closed session, but who are not on the board, be listed?*
        - A. Yes – as a best practice.

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- Q. *Do closed session minutes become open session information at any point?*
- A. Closed session minutes are approved at the next closed session and remain confidential. If a request is made by a member of the public to see closed session minutes, the public records custodian reviews the minutes to determine if they still need to be kept confidential. For example, if there was a purchase of property in closed session and the property has already been purchased, there is no reason to keep the closed minutes confidential.
- Q. *Should the wording on the closed session part of the agenda indicate specifically what will be discussed in closed session?*
- A. Yes. Wording in the closed session paragraph indicates those items being discussed in closed session. The degree of specificity depends on the topic.

#### 7. Board Policy Discussion/Action

A. Approve the Next Year's Budget Development Assumptions

Jim Canales recommended that the board approve the following budget assumptions, as discussed in the last two meetings:

- Use of member enrollment projections
- Use of projected CCCW staffing levels based on member enrollment
- Costs associated with member initiatives related to Community<sup>®</sup>
- Approved CCCW employee wage modifications
- Use of CCCW employee benefit compensation cost projections
- Capital investments related to GSR 7 expansion and IT development and implementation

Motion by Jim Clark; seconded by Ken Day, to approve the budget assumptions as described. Roll call vote taken; motion carried. Motion by Ray Bloomer made to amend the motion to include in the budget assumptions a 1% employee wage incentive. This concept will be up for discussion at the October 2013 board meeting. Motion seconded by Ken Day. Roll call vote taken; those voting in favor included Ray Bloomer, Jim Clark, Ken Day, Peter Hendler, Janis Ribbens, Natasha Rotar, and Frank Saal. Those voting against – Peter DeSantis, Jim Jansen, and Sam Hardin. Motion carried.

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**B. Presentation – Board Restructuring Options**

Attorney Dean Dietrich offered a proposal, based on population, related to the reconfiguration of the CCCW Board of Directors in light of expansion to 11 additional Wisconsin counties. At this time, Board Member Natasha Rotar excused herself from the meeting.

<b>County</b>	<b>Population</b>	<b>Member</b>
Wood	77,000	1
Portage	70,400	1
Marathon	134,500	1
Lincoln	28,700	1
Langlade	19,900	1
Douglas	44,800	1
Polk	44,200	1
Barron Rusk	45,900 14,700 (total of 60,600)	1
Bayfield Ashland Price Iron	15,000 16,000 14,000 5,000 (total of 50,000)	1
Sawyer Burnett Washburn	16,000 15,500 15,900 (total of 47,000)	1
One Member-At-Large, to be appointed by the Marathon County Board		1
<b>TOTAL</b>		<b>11</b>

Motion by Frank Saal, Jr., seconded by Ray Bloomer, to adopt the proposed reconfiguration developed by Attorney Dietrich with a modification that the CCCW board appoint the member-at-large position instead of the Marathon County Board. Roll call vote taken; all voted in favor with the exception of Peter DeSantis. Motion carried. A suggested related to an Advisory Committee will be detailed for future discussion.

**8. Next Meeting Agenda Items**

- Administrative Reports
  - Quarterly Member Report
  - Monthly Income Statement
  - Quarterly Balance Sheet
  - Quarterly Business Sustainability Report
  - Quarterly Self-Directed Supports Usage Report

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- Board Education/Governance Monitoring
  - Using the Chief Executive Officer's (CEO) position description, the organization's outcome statements, and the annual CEO organizational and professional development goals established in January, the Board reviews the process for conducting the CEO performance review and completes individual Board members assessment for the CEO performance
  - Approve the CCCW 3-Year Business Plan
  - Approve the next year's annual budget
- 9. The next Board meeting will occur on **Wednesday, October 9, 2013, at 3 p.m. in the CCCW Stevens Point location, located at 3349 Church Street, Stevens Point, WI.**
- 10. There being no further business, the meeting was adjourned with a Motion from Jim Clark; seconded by Jim Jansen. Motion carried.
- 11. Meeting adjourned at 5:04 p.m.

Respectfully submitted by Tara Adam, CCCW Executive Assistant