



COMMUNITY CARE OF CENTRAL WISCONSIN

Board Meeting Minutes: Approved

DATE: Wednesday, June 25, 2014
PLACE: CCCW Rice Lake Office – 2500C South Main Street, Rice Lake, WI
TIME: 1-3 p.m.
PRESENT: Board Members Ken Day, Peter DeSantis, Sam Hardin, Dee Kittleson, David Markert, Janis Ribbens, Donna Rozar, and Bob Weaver
EXCUSED: Bob Kopisch
OTHERS PRESENT: Jim Canales, CCCW Chief Executive Officer; Jody Kohl, CCCW Chief Human Resources and Information Officer, Mark Hilliker, CCCW Chief Operating Officer; Jason Taylor, CCCW Chief Financial Officer; Tara Adam, CCCW Executive Assistant

1. The meeting was called to order at 1:04 p.m. by Board Chair Janis Ribbens.
2. No public comment given. Board Chair Janis Ribbens took a moment to note the recent passing of Ken Mosentine, the CCCW Board Member representing Barron and Washburn counties.
3. Motion by Ken Day, seconded by Sam Hardin, to approve the Minutes dated May 28, 2014. The following changes to the Minutes were provided:
 - a. Sam Hardin provided changes to his bio in a separate e-mail to Executive Assistant Tara Adam.
 - b. Ken Day asked that wording be added after the last sentence in 5B to read, “The Monitoring section of the agenda provides an opportunity for the Board to review reports and to ask questions consistent with the board’s monitoring duties.”
 - c. Ken Day asked that wording of “next month” be changed to “the June 2014 Board Meeting” throughout the document.

All voted in favor; Motion Carried.

4. Board Education/Monitoring Reports
 - A. Melody Yeager, Regional Operations Manager of Family Care Expansion, Q&A. Melody Yeager joined today’s Board Meeting, who explained that in addition to working as the Regional Operations Manager for OFCE within DHS, she also works with six other Member Care Quality Specialists who work for three MCOs - CCCW, Western Wisconsin Cares, and ContinuUs. Melody and these six staff are the primary contacts for MCOs, provide Department oversight, and respond to MCO concerns. Melody provided the perspective of herself and DHS with the transition of NorthernBridges to CCCW. She explained that the smoothness of the transition has exceeded anyone’s expectations for how flawless it has occurred, and how CCCW staff have done an exemplary job with communication throughout the transition with members, providers, counties, and all stakeholders. She was also very complimentary of the CCCW Board and the integrity it has maintained by its thoughtfulness of how the new Board was structured. Melody added that

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CCCW has always been on the cutting edge – and its Community Supportive Living (CSL) program is a good example. Her belief is that DHS hopes that CSL becomes more available to members throughout the state. For future Family Care growth, Melody sees the 7 counties in northeast Wisconsin joining Family care soon as the Request for Proposal was let a few weeks ago. For the five counties in northern Wisconsin not yet part of an MCO, Melody does see them eventually being assigned to an MCO as their low population numbers do not support an MCO start-up. DHS currently has a major focus on dementia redesign which Melody has been involved in and where she has been visiting each MCO to better understand its dementia practices and expertise. Since MCOs have a more robust dementia system in place than DHS was aware of, a plan is being developed that is more reflective of the processes/services/supports that MCOs are implementing.

B. Administrative Updates

- *Northwest Expansion Update.* Kris Kubnick, Director of Northwest Operations, provided the following statements regarding the progress of the transition to northwest Wisconsin:
 - ✓ The focus remains on addressing three main opportunities with the expansion to northwest Wisconsin: continuing to support staff and moving the CCCW Mission/Values forward to deliver Community[®]; establishing partnerships with external stakeholders; and building a high-quality and innovative provider network throughout all 16 counties.
 - ✓ Trainings have been held around Community[®], integrating northwest staff into organizational workgroups to build current processes based on their feedback. In addition, outcome-based employment and performance management continue to develop.
 - ✓ Work continues with looking at ways to increase opportunities for member self-direction. There has been an increase of 9-10% in this area since February.
 - ✓ There is focus on further developing external partnerships through meetings with Health and Human Service directors and County Adult Protective Services staff. MOUs have been reviewed with counties to solidify understanding of roles and training opportunities for CCCW staff.
 - ✓ County Crisis Departments have met with CCCW to create consistent crisis planning guidelines throughout all 11 counties.
 - ✓ Meetings have taken place with tribal entities and a Tribal Relations Committee is being explored.
 - ✓ The provider network area continues to be built. One example is a meeting that will take place next week with five providers who identified opportunities to expand in northwest Wisconsin.
 - ✓ Other work continues with increasing transportation support in Iron, Douglas, and Ashland County.
 - ✓ MetaStar completed its quality review and the northwest was at 94.6% compliance. A few areas were identified for increasing staff training.

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- ✓ Member enrollment growth, after an initial enrollment number that was less than expected, continues at a higher rate than expected in the northwest.
- ✓ Local phone numbers will be provided on July 1 for members to contact their teams.
- ✓ Opportunities are being evaluated for increasing provider adequacy and capacity in providing dementia care. There is an opportunity to increase resource and leverage supports.
- *Technology Update.* Jody Kohl, Chief Human Resource and Information Officer, explained videoconferencing capabilities for board meetings, as well as the latest updates with the software technology changeover taking place in a few months:
 - ✓ All of the CCCW offices have the capability to connect with videoconferencing. Board members also have the ability to call in. Open Meetings laws will need to be adhered to with the technology that is being used. We will continue to review and identify the best way to make videoconferencing effective for Board members.
 - ✓ Phase 1 of the development of our new care management system (CareDirector) is taking place, currently with data migration into the new system occurring. The “go live” date is set for August 27.

C. Monitoring Reports

- *Monthly Income Statement.* May ended slightly over budget in the revenue area. Service Coordination costs and member costs are close to projections in the north central region, slightly higher in the northwest, and Administrative costs are higher than budget due primarily to costs associated with Care Director.
- *Strategic Plan Implementation Report.* The report was made available to Board Members and questions on the report will be saved for the July 2014 board meeting.

5. Board Discussion/Action

A. Review/Approve Wipfli Audit Report (presented with five-year retrospective)

Kim Heller and Kathi Krueger from Wipfli LLC were in attendance to report on the findings of the 2013 financial audit, and to highlight a five-year audit retrospective for the CCCW Board of Directors. Kim explained the purpose of the audit, how Wipfli determines what is reviewed through the audit process, and addressed information in the Required Communications Letter issued by Wipfli, highlighting the items of most importance to the Board:

- The planning materiality amount, which indicates the highest amount that would be considered a material misstatement, was set at \$1,000,000. This amount was established based upon the organization’s assets and revenue. The unadjusted differences threshold limit was set at \$26,000; anything over that amount is adjusted in the financial statements. The audit was found to be very clean with very good records kept.

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- Due to the nature of CCCW's business, Wipfli must undertake additional procedures as a result of CCCW's relationship to DHS and Family Care. Based on all of the procedures, there were no areas of concern or compliance issues that DHS needed to be aware of.
- No significant concerns were found that related to internal controls for principle processes of Accounts Payable, Account Receivable, Payroll, compliance with program requirements, and financial reporting.
- Three areas of identified risk were evaluated: 1) estimates related to IBNR; 2) IT investments appropriately capitalized to property and equipment and expensed correctly; and 3) expansion costs for the northwest. No concerns were found.
- No illegal acts were found in the audit.
- Two audit adjustments were found with one having an impact of \$34,000. A minor adjustment was made to correct the Receivables with EBS. There was no impact on income. No unadjusted items were made.
- A five-year comparison was put together using past financial statements. In 2013, the organization remained financially strong with \$26 million in total assets being held. Significant components of the balance sheet include the cash position and restricted assets. Property and equipment increased slightly in 2013.
- Current total assets are \$21 million. Liabilities are \$11 million. A 2:1 ratio is a very positive position and indicates financial strength in the organization.
- Most claims were found to have been paid within 2-3 months after service are rendered (90-95%).
- The revenue and expenses statements shows historical up and down movement, which reflects revenues based upon the number of members enrolled in the program. For 2013, total revenue decreased \$2.5 million, offset by a 3% increase in membership and a 4% decrease in capitation rate. Total expenses increased about 5% in 2013. Wipfli was very complimentary of CCCW's effort toward containing expenses.
- Kim and Kathy provided graphs showing the growth of membership in its last five years. The graphs included data that shows that most of CCCW's members reside in their own home.

Motion by Donna Rozar; seconded by Sam Hardin, to accept the Wipfli report as stated. All voted in favor; Motion carried.

- B. Discussion/Action Regarding Proposed Changes to Bylaws Necessary to Authorize Organizational Name Change to Community Care Connections of Wisconsin. A resolution to amend the Bylaws providing a name change to the organization was reviewed by the Board. Motion by Ken Day; seconded by David Markert, to approve the resolution amending Bylaws for the name change as written. Roll call vote taken; all voted unanimously in favor. Motion carried.

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- C. Review and Reaffirm Organizational Outcome Statements (End Statements). Due to time constraints, this agenda item will be moved to the July 2014 board meeting.
- D. Review and Approve Board Policies Section 5, B.10 (Per Diem and Travel Expense Reimbursement). Board Chair Janis Ribbens recommended that beginning in July 2014, per diem pay be \$60, with the Board Chair receiving an additional \$15. A sample electronic expense report was provided to the Board with the suggestion to add a date field. Motion by Donna Rozar, seconded by Bob Weaver, to approve the per diem recommendation as stated by the Board Chair. All voted in favor; Motion carried.
- E. Election of Board Officers
- ✓ Ken Day nominated Janis Ribbens for the position of Board Chair; David Markert seconded. Donna Rozar made a motion to cast a unanimous ballot and close nominations; David Markert seconded the motion. All voted in favor. Motion carried.
 - ✓ Donna Rozar nominated Ken Day for the position of Board Vice-Chair. Donna Rozar made a motion to cast a unanimous ballot and close nominations; David Markert seconded the motion. All voted in favor. Motion carried.
 - ✓ Ken Day nominated Donna Rozar for the positions of Secretary and Treasurer; David Markert seconded. David Markert made a motion to cast a unanimous ballot and close nominations; Sam Hardin seconded the motion. All voted in favor. Motion carried.
6. Next Meeting Agenda Items
- Monitoring Reports
 - Quarterly Member Report
 - Monthly Income Statement
 - Quarterly Balance Sheet
 - Annual External Quality Review Report (Meta Star)
 - Quarterly Business Sustainability Report
 - Quarterly Self-Directed Supports Usage Report
 - Board Actions
 - Review and Reaffirm Sections 1 and 2 of Board Policy Manual (Mission/Values and Outcome Policies)
 - Review and reaffirm organizational Bylaws.
7. The next Board meeting will occur on **Wednesday, July 23, 2014, at 1 p.m. in the large conference room at CCCW's Wausau location – 1200 Lakeview Drive, Suite 100, Wausau, WI 54403.**
8. There being no further business, the meeting was adjourned with a Motion from Peter DeSantis; seconded by Ken Day. All voted in favor; Motion carried.
9. Meeting adjourned at 3:04 p.m.

Respectfully submitted by Tara Adam, CCCW Executive Assistant