

COMMUNITY CARE OF CENTRAL WISCONSIN
Board Meeting Minutes: Approved

DATE: April 9, 2008
PLACE: Central Wisconsin Airport, Lower Level Conference Room
TIME: 3:00 – 5:00 PM
PRESENT: Patricia Arnold, Jean Bitner, Jim Clark, Ken Day, Peter DeSantis, Peter Hendler, Lonnie Krogwold, Janis Ribbens
EXCUSED: Keith Langenhahn
OTHERS PRESENT: Steven Bantz, Jim Canales, Sherrie Cox, Lisa Cychosz, Donna Finch, Terry Howard, Allison Lourash, Jody Marchel, Deb Menacher, Annette Ninnemann, Kate Norby, Deb Pagel, Lucy Runnells, Linda Weitz, Carol Winter

1. The meeting was called to order at 3:00 pm 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; the CCCW Website and the CCCW Listserv.
3. Public comments – Steven Bantz, Wood County long-term care employee, addressed the Board expressing a concern with the limited availability of information for long-term care employees in expansion counties and the resulting insecurities some are facing. Mr. Day explained that the Board has not received transition plan confirmation from the State and finalized discussions, but assured that the Board does understand that the sooner this information can be provided, the better it will be for all parties.
4. Motion by Jim Clark, seconded by Peter Hendler, to approve the March 19, 2008 minutes. Motion carried.
5. No modifications were made to the agenda.
6. Update from Board Chair and Staff:
 - CCPC year end financial report - Lucy Runnells presented the Board with an income statement format that CCPC currently uses to keep their Board informed on a monthly and annual basis. The report includes operational activities in terms of revenues and expenses and their impact on the risk reserve.
 - CCPC/CCCW Transition Plan – The Board reviewed a Transition Plan sent to Kathleen Luedtke, DHFS on April 1, 2008. This plan addresses the disposition of assets and liabilities currently held by CCPC and identifies July 1, 2008 as the date CCCW will become the successor organization of CCPC. It is anticipated that DHFS will respond within 30 days. Jim

Canales identified organizational decisions needed to be made to meet the July 1 target date. Some of these items require purchasing decisions and a discussion about procurement ensued. The Board agreed to use quotes, suggesting three, to be brought back to the full board for review when timeframes do not preclude this as a reasonable option. The Board will eventually develop a procurement policy.

- Stevens Point facilities lease update – legal counsel is making significant modifications to the proposed lease and progress is being made. Outstanding issues are the unknown operating expenses and guarantor for build out costs.
- IT planning and progress – An IT vendor, Vestica/Wonderbox, demonstrated their product and appears to be committed to providing software for Family Care counties. However, they have not developed the clinical side and will not have it available for July. Both Mr. Klein (Marathon County IT Director) and Ms. Pagel (Wipfli) made recommendations that CCCW consider outsourcing high level IT expertise as it will result in greater depth and flexibility. Mr. Klein and Portage County IT Director, Craig Flagel, have offered to provide CCCW with their expertise at a very reasonable rate. Further, Mr. Flagel is willing to share hardware, contributing to cost-savings and flexibility.
- Proposed method for implementation updates – a format for updating the Board on progress was reviewed and determined to be a workable format at this point.

7. Review and approval of agreement for shared personnel and transition of services between Portage County and CCCW – CCPC has approved such agreement. With CCCW's approval, a Resolution approving and authorizing Portage County to execute the agreement will go before the Portage County Board on April 22. Among other things specified in the agreement, Portage County is agreeing to administer the Portage County benefit package at the current level of benefits and complete all payroll processes for CCCW management staff from May 1 to June 30. From July 1 to a date no later than December 31, Portage County will continue to employ represented union staff subject to the direction of CCCW management. Motion by Peter De Santis, seconded by Peter Hendler to approve the agreement. All voted in favor, motion carried. A letter expressing gratitude will be sent to Portage County on behalf of the Board.
8. Review of draft CCCW Board Bylaws – The Board reviewed areas of the bylaws needing further work including: the purpose statement; section 3.02(F); 3.05; improper use of *Member County* (4.01) and throughout the document; 4.03 Modify; date of annual meeting, audit report, and selection of officers (5.06, 6.01); change chairman to chairperson throughout document; 8.03 compensation; 10.01 ethics and conflict of interest; 11.01 indemnification; withdrawal and dissolution to reflect LTC statutes. Board members were asked to provide their

- review and recommendations for modifications of the Bylaws to Committee for their discussion with Dean Dietrich.
9. Creation of a logo – Janis Ribbens suggested members involved in the Juniper Art Guild project be contacted to discuss possible involvement. The Board agreed that senior leadership present the Board with options for final approval.
 10. Jim Clark made a motion, to go into closed session pursuant to Wis. Stats., Sec. 19.85(1)(c) and (e) for the purpose of discussion of employment of employees over which the Board exercise responsibility and deliberating specific public business whenever competitive or bargaining reasons require a closed session, namely discussing employee hiring, classifications, and setting forth parameters for wages and benefits. Second by Peter Hendler. A Roll Call vote was taken: all members voted aye. Wipfli consultants and CCCW project management staff were asked to participate.
 11. Jim Clark made a motion to return to open session. Seconded by Patricia Arnold. A Roll Call vote was taken: all members voted aye.
 12. Chairperson Day announced a return to open session.
 13. No results were made as a result of closed session.
 14. The next meeting will take place in the lower level (basement) conference room of CWA on **April 23, 2008 from 3:00 – 5:00 PM**. Other scheduled dates are: **May 14th, May 28th, June 4th and June 25th**. **All meetings will be scheduled from 3:00 – 5:00 PM**. Suggested future agenda items include Board education and key points identified by Jim Canales.
 13. Motion by Patricia Arnold, seconded by Janis Ribbens to adjourn at 5:00 PM. Motion carried.