

**NORTH CENTRAL COMMUNITY SERVICES PROGRAM BOARD
EXECUTIVE COMMITTEE**

February 14, 2018 1:00 PM North Central Health Care–Board Room

Present: X Jeff Zriny X Steve Benson
 X Via Robin Stowe X Bob Weaver
 video

Others present: Michael Loy, Ken Day

Chairman Zriny called the meeting to order at 1:07 p.m.

Public Comment for Matters Appearing on the Agenda

- No public comment(s) made.

ACTION: Approval of 01/17/18 Executive Committee Meeting Minutes

- **Motion**/second, Weaver/Stowe, to approve the 01/17/18 Executive Committee meeting minutes; motion passed 4-0.

CEO Report

- Joint Commission is expected to return for our recertification survey in March. We preparing for their arrival and survey.
- Dr. Immler will be providing 15-20 hours/week on duties as Medical Director for Outpatient Services. The bulk of effort this year will be focused on Medical Staff Development, Medical Staff Bylaws, and better delineating the relationship between the Medical Staff and the organization. Dr. Dibala will continue as Medical Director of Behavioral Health Services.
- Dr. Borra, Psychiatrist, is expected to begin employment July 1, 2018 immediately following completion of his residency program. We have two signed letters of intent from psychiatrists but both are currently delayed due to personal reasons.
- We operate with two electronic medical records (EMR) systems; one for the nursing home (ECS) and the other for outpatient and behavioral health (TIER). We have been exploring options for replacing the ECS system and anticipate RFP's being released for bids. This project came to light after the 2018 budget process as part of the CLA recommendations to the MVCC Committee. The TIER system, purchased 5-6 years ago, has been a significant physician dis-satisfier. The core issue with the system appears to be due to the customization that we requested and the vendor is unable to service the product effectively and efficiently as a result. Any upgrade to the system would require the vendor to have to rebuild the system. A full analysis of TIER will be completed this year, and explore the possible replacement in the future. We have learned that we cannot repeat the multitude of customization requests and we also have more knowledgeable staff to assist with the project. Dr. Benson commented that the line staff have been doing a marvelous job assisting clinicians with a very frustrating product.
- M. Loy is working with B. Karger, County Administrator, on rewriting the Facility Use Agreement, Maintenance Agreement, and the Nursing Home Administration Agreement.

Master Facility Plan

- It is expected that the Master Facility plan will be delivered the week of March 5. Several options will be presented. The County has committed to stay in the nursing home business and has determined the size of the nursing home will be 192 beds.
- Committee felt it is important for the Board to be conversant on long term care, confident in the business and that it is financially viable, able to speak of future trends of long term care, and know the reasons to support the changes to the structure more than what consultants provide. Wipfli is confirmed to make a presentation to the Board at the February Board Meeting including a general overview of governmental regulations in long term care and what five things to look for over the next few years.

Policy Governance

- The Committee reviewed the final draft of Board Governance Manual. The draft included several suggested amendments from Board Members. The following **highlighted** changes were recommended for inclusion into the Manual for final review and action by the Board:
 - Policy 1.6 – 2) **Fail to** establish benefits or compensation which materially deviate from the geographic or professional market for the skills employed or that may harm NCHC's competitive position.
 - Policy 1.9 – 3) Let the Board be unaware of any significant incidental information it requires including relevant trends, anticipated **adverse** media coverage, threatened or pending lawsuits, material internal and external changes, and/or changes in the assumptions upon which any board policy has previously been established.
 - Policy 2.1 – 12) The Board will monitor and discuss the Board's process and performance at regular intervals **and formally on an annual basis no later than the October meeting of each calendar year**. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Management Delegation categories.
 - Policy 2.2 – Board Job Description: The Board's specific job outputs, as an informed agent of the ownership and corresponding contractual obligations, are those that ensure an unbroken chain of accountability from stakeholders to the appropriate organizational performance. **These include the responsibility to:**
 - Policy 2.2 – 2) **Establish** written governing policies that address the broadest levels of all NCHC decisions and situations including:
 - Policy 2.3 – 7) **In order to assist the Board Chair with assuring Board meetings and process are conducted consistent with the adopted Policy Governance model, the Vice Chair of the Board is assigned the duty of observing and monitoring Board meeting activity and is charged with identifying and bringing to the Board's attention opportunities for proceeding improvements.**
 - Policy 2.8 – f) A Board expense invoice form shall be created by the CEO and used to claim reimbursement under this policy. All expense reimbursements, **except Per Diems and mileage reimbursement related to monthly Board meeting attendance**, will be approved by the Board.
 - Policy 3.2 – Monitoring CEO Performance – The systematic and rigorous monitoring of CEO performance shall be solely against the Board's outcomes and management limitations policies as revealed by any formal monitoring system. The CEO's performance assessment will be completed no less than annually through a process designed and implemented by the Board **with the following processes:**

- Committee discussed the difference in expectations of the CEO vs Board. The Board identifies the End Statements which is how the Operational Plan is established and what the CEO uses to accomplish within the criteria set in the Policy Governance Manual by the Board. The Board may ask how the items were accomplished and may establish a committee to review a specific purpose.
- **Motion**/second, Weaver/Benson, to recommend the Final Draft of Policy Governance Manual to North Central Community Services Program board as discussed. Motion carried.
- **Motion**/second, Weaver/Stowe, to recommend adoption of the amended and restated bylaws of North Central Community Services Program Board as submitted. Motion carried.

Agenda for 02/22/18 Board Meeting

- Draft of the 2/22/18 Board Agenda was provided and reviewed. It was noted that in the future a Consent Agenda could be established for approving monitoring reports.

Discussion and Future Agenda Items for Board Consideration

- None

Adjourn

- **Motion**/second, Stowe/Weaver, to adjourn the Executive Committee meeting at 2:22 p.m. Motion carried.

Minutes prepared by Debbie Osowski, Executive Assistant