

OFFICIAL NOTICE AND AGENDA

of a meeting of the **Executive Committee** to be held at **North Central Health Care, 1100 Lake View Drive, Wausau, WI 54403, Board Room** at **1:00 PM** on **Wednesday, February 14, 2018**

In addition to attendance in person at the location described above, Board members and the public are invited to attend by telephone conference. Persons wishing to attend the meeting by phone should contact Debbie Osowski at 715-848-4405 24 hours prior to the start time of the meeting for further instructions. Any person planning to attend this meeting who needs some type of special accommodation in order to participate should call the Administrative Office at 715-848-4405.

For TDD telephone service call 715-845-4928.

1. Call to Order
2. Roll Call
3. Public Comment for Matters Appearing on the Agenda
4. ACTION: Approval of 01/17/17 Executive Committee Minutes
5. CEO Report – M. Loy
6. Update on Master Facility Plan and Project Timeline
7. Policy Governance
 - a. ACTION: Recommend Final Draft of Policy Governance Manual to North Central Community Services Program Board
 - b. ACTION: Recommend Adoption of Amended and Restated Bylaws of North Central Community Services Program Board
8. Agenda for 02/22/18 Board Meeting
9. Discussion and Future Agenda Items for Executive or Board Consideration
10. Adjourn



Presiding Officer or Designee

NOTICE POSTED AT: North Central Health Care

COPY OF NOTICE DISTRIBUTED TO: Wausau Daily Herald, Antigo Daily Journal, Tomahawk Leader, Merrill Foto News, Langlade, Lincoln & Marathon County Clerks Offices

DATE: 02/9/18 TIME: 4:00 p.m. BY: K. Coles

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

January 17, 2018

12:00 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 12:04 p.m.

Public Comment for Matters Appearing on the Agenda

- No public comment(s) made.

ACTION: Approval of 12/14/17 Executive Committee Meeting Minutes

- **Motion**/second, Weaver/Stowe, to approve the 12/14/17 Executive Committee meeting minutes; motion passed 4-0.

CEO Report

- We are working with the Medical College of Wisconsin and Dr. Gabriella Hangiandreou, Child/Adolescent Psychiatrist, in an effort for Dr. Hangiandreou to work part time (one day per week) in Community Treatment. She would provide crisis stabilization, initial assessments, etc. for children in need of psychiatric care. She would also work closely with our case managers and assist them in coordinating services with the child's primary care physician and for appropriate referrals for services.
- We are in the process of integrating the Community Treatment and Outpatient Programs. The two programs have multiple overlapping services. By integrating the programs we can provide patients with a better experience from enrollment through treatment. Our current Outpatient Director expressed interest in becoming the Director of Behavioral Health Services (BHS) and our current Community Treatment Director will oversee the combined Outpatient and Community Treatment programs. The current contracted BHS Director will help with the transition and integration of the program areas.
- The CART program has begun. Full-time crisis staff are paired with Sheriff's Deputies and Wausau Police Department Officers to partner with them in the community in emergency crisis situations. Teams will be working together 40 hours per week.
- Marathon County Sheriff's Department notified us that they are no longer providing all transportation to state institutes. In many cases when a local law enforcement agency is involved that agency will be responsible for the transportation to another location rather than the Sheriff's Department. Previously the Sheriff's Department was transporting the majority of individuals.

- We are busy preparing for two surveys. The nursing home survey should occur before the end of January and the Joint Commission survey should be this spring.
- A press release went out this week on the Warm Water Therapeutic Pool Capital Campaign. This community is incredibly generous. We are approaching \$2.4 million in donations and pledges of the required \$3 million goal needed by March 1. There are well over \$1 million in requests pending yet with final decisions from them over the next week or two. A radio interview was done this morning, as well as an interview with Channel 9 today, and another will be done with Channel 7 on Friday. We are also working with the County Administrator to begin the RFP process for the architectural design.
- The timeline on the project in Lincoln County to renovate the current office space will be changed to coordinate with an HVAC project. This pushes the project into the summer months. We are excited about the project which will accommodate the growth we are projecting in the future in Lincoln County.

Master Facility Plan

- The Board authorized \$175,000 for the Master Facility Plan project. A consulting firm was identified and a team toured several facilities in Wisconsin and Minnesota to obtain ideas for our campus. A full analysis of services and our campus is being completed. February 22 we plan to have the consultants present to the Board who will be asked for a recommendation to present to the County Board. The policy decision rests with Marathon County as these are their facilities. We anticipate providing options including renovation options up to and including a reinvention of our campus. There are many efficiencies in a reinvention including reducing the overall size by 25%. We also feel as though we will be able to cash flow each of these options.

Policy Governance

- The Committee reviewed the Board Governance Process section.
 - Suggested word change on Policy 2.1, #10: 'Enforce upon itself whatever discipline is needed to govern with excellence.' To replace the term 'discipline' with education, accountability, or commitment.
 - Suggested word change to Policy 2.2 – Board Job Description: 1. 'Maintaining a credible link...'; Replace 'Maintaining' with 'Cultivate'.
- The Board Governance Process section will be included in the Policy Governance Manual and reviewed with the Board at the Board Meeting. A printed copy of the Manual will be provided to each Board Member with consideration to adopt as a whole at the February Board meeting.

Agenda for 01/25/18 Board Meeting

- Draft of the 1/25/18 Board Agenda was provided and reviewed. No changes were noted.

Discussion and Future Agenda Items for Board Consideration

- None

Adjourn

- **Motion**/second, Stowe/Weaver, to adjourn the meeting at 1:12 p.m. Motion carried.

Minutes prepared by Debbie Osowski, Executive Assistant

2-9-2018 FINAL DRAFT TO NCCSP EXECUTIVE COMMITTEE

Policy Governance Manual



North Central Health Care
Person centered. Outcome focused.

ADOPTED: TBD

1100 Lake View Drive | Wausau, WI 54403 | 715.848.4500

Table of Contents

- Mission..... 3
- Vision 3
- Board End Statements 3
- Section 1 - Executive Limitations 4
 - CORE POLICY STATEMENT 4
 - Policy 1.1 – General Executive Constraint 4
 - Policy 1.2 – Treatment of Consumers, Community Partners & the Public 4
 - Policy 1.3 – Treatment of Employees & Volunteers 4
 - Policy 1.4 – Financial Planning & Budgeting 5
 - Policy 1.5. – Financial Conditions & Activities 5
 - Policy 1.6 – Benefits & Compensation..... 6
 - Policy 1.7 – Asset Protection 6
 - Policy 1.8 – Emergency Executive Succession 6
 - Policy 1.9 – Communication & Counsel to the Board..... 7
 - Policy 1.10 – Regulatory Compliance 7
 - Policy 1.11 – Other Board Policies 8
- Section 2 - Board Governance Process 8
 - CORE POLICY STATEMENT 8
 - Policy 2.1 – Governing Style 8
 - Policy 2.2 – Board Job Description 9
 - Policy 2.3 – Board Agenda Planning 9
 - Policy 2.4 – Board Chair Role 10
 - Policy 2.5 – Director’s Conduct 11
 - Policy 2.6 – Conflict of Interest 12
 - Policy 2.7 – Board Committee Principles 12
 - Policy 2.8 – Board per Diem and Travel Expense Reimbursement 13
 - Policy 2.9 – Charge to the Medical Staff..... 13

Section 3 - Board – Chief Executive Officer Relationship	14
CORE POLICY STATEMENT	14
Policy 3.1 – Delegation of Executive Authority.....	14
Policy 3.2 – Monitoring CEO Performance	15
Policy 3.3 – Noncompliance Remediation and Grievance Process against the CEO.....	15
Policy 3.4 – CEO Compensation.....	16
Policy 3.5 – CEO Termination	16

Mission

Langlade, Lincoln and Marathon Counties partnering together to provide compassionate and specialized care for people with complex behavioral and skilled nursing needs.

Vision

Lives Enriched and Fulfilled.

Board End Statements

People

Individuals served by North Central Health Care will have excellent outcomes as a result of a stable, highly qualified and competent staff who take pride in their work and the organization.

North Central Health Care will be an employer of choice with a strong caring culture, fostering a learning environment, providing careers with opportunities for growth and development, and ensuring a best practices focus.

Service

We exceed our Consumer and referral source expectations and satisfaction as a result of our readiness, clarity of communication, and superb ability to follow through.

Quality

North Central Health Care meets or exceeds established regulatory requirements and best practice guidelines. We are a leader in our ability to assess and develop a comprehensive treatment plan, deliver excellent services and measure outcomes in real-time.

Community

Our Community will be able to access our services through a highly responsive seamless integration of services. We have strong affiliations with both public and private partners, proactively collaborating, and developing a continuum of care both prior to and after delivering services, constantly aware of our collective impact on the health of the population we serve.

Financial

We are a financially viable organization providing increasing value by driving efficiency, growth and diversification, being highly adaptable to changing conditions, and futuristic in our perspective.

Section 1 - Executive Limitations

CORE POLICY STATEMENT

Executive Limitations are constraints on executive authority which establish the prudential and ethical boundaries for which all executive activity and decisions must take place.

Policy 1.1 – General Executive Constraint

The Chief Executive Officer shall not cause or allow any activity, decision, organizational circumstance or practice (imprudent or in violation of commonly accepted business and professional ethics or regulations of funding or regulatory bodies) to jeopardize the public image of North Central Health Care (“NCHC”) or to result in a failure to be duly licensed or accredited by the proper agencies necessary to deliver services as authorized by the Board.

Policy 1.2 – Treatment of Consumers, Community Partners & the Public

With respect to interactions with consumers, community partners and the public, the CEO shall not:

- 1) Cause or allow conditions, procedures, or decisions that are unprofessional, unsafe, untimely, undignified or unnecessarily intrusive and/or which fail to provide the appropriate confidentiality or privacy.
- 2) Fail to communicate a clear understanding of what may/may not be expected from services offered and failing to ensure consumers, community partners and the public are informed of their rights and responsibilities and are supported in exercising those rights and responsibilities.
- 3) Fail to inform or provide a grievance process to those who believe they have not been given a reasonable interpretation of their rights.

Policy 1.3 – Treatment of Employees & Volunteers

With respect to interactions with employees and volunteers, the CEO shall not:

- 1) Cause or allow conditions that are unsafe, unfair, unprofessional, or undignified.
- 2) Operate without written personnel policies which clarify rules, provide for effective handling of grievances and/or protect against wrongful conditions.
- 3) Violate federal and state employment laws.
- 4) Fail to acquaint employees with their rights under this policy.
- 5) Allow staff to be unprepared to deal with emergency situations.

Policy 1.4 – Financial Planning & Budgeting

The CEO shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board’s End Statements. Further, the CEO shall not:

- 1) Fail to have a sound financial plan that accurately budgets, forecasts, monitors, and reports spending. The CEO shall not fail to report to the Board material differences between budgeted, actual and forecasted spending.
- 2) Permit Financial Planning & Budgeting activities to contain insufficient information, omit credible projection of revenues and expenses, or provide clear detail in the separation of capital and operational items, cash flow, and disclosure of planning assumptions.
- 3) Endanger the fiscal soundness or the building of organizational capability sufficient to achieve the End Statements in future years.

Policy 1.5. – Financial Conditions & Activities

With respect to ongoing financial conditions and activities, the CEO shall not cause or allow the development of financial jeopardy or material deviation of actual expenditures from Board priorities established in End Statements. Further, the CEO shall not:

- 1) Allow or cause NCHC to spend beyond the financial resources provided or as approved by properly approved amendments to the budget, or to jeopardize NCHC’s long-term financial viability or stability.
- 2) Fail to maintain accurate internal accounting records, controls and reports meeting Generally Accepted Accounting Principles (GAAP).
- 3) Fail to assure that NCHC meets working capital, restricted reserves and fund balance requirements unless approved by the Board.
- 4) Fail to invest and protect operational capital and excess funds consistent with Board’s cash management and investment policies.
- 5) Indebt NCHC using any formal debt instrument other than incidental use of credit cards for authorized purchases.
- 6) Allow government ordered payments, filings or reporting to be overdue or inaccurately filed.
- 7) Pledge assets as security within any contracts without Board approval.
- 8) Sell property for less than Fair Market Value (“FMV”) or if the FMV is greater than \$30,000.
- 9) Acquire, encumber, or dispose of real estate.

Policy 1.6 – Benefits & Compensation

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the CEO shall not cause or allow jeopardy to quality of care, financial integrity or to public image. Further the CEO shall not:

- 1) Cause or allow compensation and benefits that deviate materially from that approved by the Board of Directors, and as required, by the Retained County Authority Committee.
- 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.
- 3) Promise or imply permanent or guaranteed employment.

Policy 1.7 – Asset Protection

With respect to asset protection, the CEO shall not cause or allow organizational assets to be unprotected, inadequately maintained, or unnecessarily risked. Further, the CEO shall not:

- 1) Fail to insure against theft and casualty losses to an appropriate level and against liability losses to directors, employees, volunteers and NCHC itself in an amount greater than an amount to be specified by separate Board policy.
- 2) To develop and maintain a corporate compliance plan along with appropriate financial risk management practices consistent with the risk tolerance of the Board. The plan must adequately address fraud and abuse risks. The CEO shall not substitute his/her own risk tolerance for that of the Boards.
- 3) Fail to manage the physical assets of the organization so as to: maintain an inventory system which accounts for all equipment and furniture; provide a quality work area for employees; preclude any and all liability exposure for the organization; dispose of unneeded equipment and furniture consistent with accepted safety and recycling recommendations and all requirements which may apply based upon the origin and funding for such equipment and furniture.
- 4) Compromise the independence of the Board's audit or other external monitoring or advice.

Policy 1.8 – Emergency Executive Succession

The CEO shall not permit there to be fewer than two other Executives sufficiently familiar with Board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.

Policy 1.9 – Communication & Counsel to the Board

The CEO shall not fail to inform or support the Board in carrying out its responsibilities. Further, the CEO shall not:

- 1) Neglect to submit monitoring data required by the Board in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies and Ends Statements being monitored.
- 2) Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy of the Board regardless of the Board's monitoring schedule.
- 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.
- 4) Fail to report an actual or anticipated issue of non-compliance with any Board policy in a timely manner.
- 5) Fail to deal with the Board as a whole except when: (a) fulfilling individual requests for information; (b) responding to Officers or Board Committees duly charged by the Board; and/or (c) discussing confidential or sensitive matters.

Policy 1.10 – Regulatory Compliance

The CEO shall not allow nor cause NCHC to fail in meeting all regulatory and statutory requirements related to the delivery of services approved by the Board, or cause NCHC to fail to meet contractual requirements with third-party payers. Further, the CEO shall not:

- 1) Fail to process claims within industry guidelines and regulatory standards for processing efficiency, claims accuracy, and payment timelines.
- 2) Fail to assure that the responsible third-party payers are billed for services on a timely basis and consistent with generally acceptable accounting practices.
- 3) Fail to have a formal quality management function that systematically identifies compliance and performance problems and take corrective actions to resolve the problems and prevent future problems.
- 4) Cause or allow providers without required credentials to serve consumers or fail to assure that provider performance meets or exceeds basic standards for cost, quality, and delivery.
- 5) Fail to prohibit particular methods and activities to preclude grant funds from being used in imprudent, unlawful, or unethical ways.

Policy 1.11 – Other Board Policies

The CEO shall not fail to implement or adhere to any other adopted Board Policy.

Section 2 - Board Governance Process

CORE POLICY STATEMENT

The North Central Community Services Program Board is accountable to the Langlade, Lincoln and Marathon County Boards, providing governance leadership consistent with Carver Policy Governance concepts, by assuring that North Central Health Care:

- a) Achieves appropriate results for appropriate persons for appropriate costs as specified in Board Ends Policies, and
- b) Avoids unacceptable actions and situations as prohibited in Board Executive Limitations policies.

Policy 2.1 – Governing Style

The Board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on:

1. Outward vision rather than an internal preoccupation;
2. Encouragement of diversity in viewpoints;
3. Strategic leadership more than administrative detail;
4. Clear distinction of Board and Chief Executive roles;
5. Collective rather than individual decisions;
6. Future orientation, rather than past or present; and
7. Proactivity rather than reactivity.

Further, the Board will:

8. Cultivate a sense of group responsibility. The Board, not Management, will be responsible for excelling in governing. The Board will be an initiator of policy, not merely a reactor to Management initiatives. The Board may use the expertise of individual members to enhance the ability of the Board as a body, rather than to substitute the individual judgments for the Board's values.
9. Direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on outcomes value and the limitation of risk, not on Management methods of attaining those effects.
10. Enforce upon itself whatever education and potential corrective action is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuity of

governance capability. Although the Board can change its governance process policies at any time, it will observe them in full effect while in force.

11. Continual Board development will include orientation of new members in the Board's governance process and periodic Board discussion of process improvement.
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.
13. The Board will not allow the Chair, any Director, or any Committee of the Board to hinder the fulfillment of its commitments or be an excuse for not fulfilling those commitments.

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:

1. Cultivate a credible link between ownership, stakeholders and NCHC.
2. Establish written governing policies that address the broadest levels of all NCHC decisions and situations including:
 - a. End Statements: Expected performance in terms of the organizational impacts, benefits, outcomes and recipients of benefits desired by owners, stakeholders and beneficiaries.
 - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - c. Governance Processes: Specification of how the Board conceives, carries out and monitors, and ensures long-term competence in its own tasks.
 - d. Board-Management Delegation: Describes how power is delegated and its proper use monitored; the CEO's role, authority and accountability.
3. Assurance of successful management performance stated in Ends Statements and Executive Limitations.

Policy 2.3 – Board Agenda Planning

To accomplish its job with a governance style consistent with Board policies, the Board will follow an annual agenda which (a) completes a re-exploration of Ends Statement policies, (b) reexamines Executive Limitations policies and their sufficiency of their protection from risk, and (c) continually improves Board performance through Board education, enriched input and deliberation.

1. The cycle will conclude each year on the last day of December, so that administrative planning and budgeting can be based on accomplishing a one year segment of the Board's stated Ends Statements.
2. The cycle will start with the Board's development of its agenda for the next year.
 - a. Consultations with selected groups in the ownership or other methods of gaining ownership input will be determined and arranged in the fourth quarter.
 - b. Governance education and education related to Ends determination will be arranged in the first quarter, to be held during the balance of the year.
3. When incorporated as part of an agenda, the Board will attend to the consent agenda items as expeditiously as possible.
4. CEO monitoring will be included on the agenda if monitoring reports show policy violations, or if policy criteria are to be debated.
5. CEO compensation will be recommended for adoption **by the appropriate governing bodies** after a review of the elements of the CEO's employment agreement and review of monitoring reports received in the last year, as soon as practical during the first quarter.
6. The Board Chair's finalization of each meeting agenda will provide the flexibility to include emerging issues, the recommendation of additional items by individual directors, and a public comment period. Any individual Board member has the ability to request the Board Chair include an item on a future Board meeting agenda. The Board Chair will comply with all requests on a timely basis. All agendas will be created, posted, and conducted consistent with Wisconsin Open Meeting law requirements.
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 2.4 – Board Chair Role

The Chair of the Board is a specially empowered member of the Board, the Chief Governance Officer, whose role is to assure the integrity of the Board's process and, secondarily, represent the Board as needed to outside parties, including, but not limited to, owners/stakeholders.

1. The successful discharge of duties of the Chair's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will be on those POLICY issues that, according to Board policy, belong to the Board to decide or monitor, not to the CEO.

- b. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-CEO Relationship policies, with the exception of employment or termination of a CEO and any portions of this authority that the Board specifically delegates to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in Governance Process and Board-CEO Relationship policies.
 - a. The Board Chair is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - b. The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. As requested by the CEO, the Board Chair may assist the CEO with interpretation of the Board's policy statements.
 - c. The Board Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to the Chair.
 - d. The Chair may delegate this authority to another Director but remains accountable for its use.

Policy 2.5 – Director's Conduct

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as directors.

1. Members must have loyalty to the ownership that is not conflicted by loyalties to management, other organizations and any self-interest.
2. Shall not attempt to exercise individual authority over NCHC.
3. Will properly prepare themselves for Board meetings and deliberations.
4. Will respect to the confidentiality appropriate to issues of a sensitive nature, and respectful of applicable public body open meeting requirements including those set forth in 19.81(2), Wis. Stats. and the specific exceptions permitted under 19.85(1), Wis. Stats:
 - a. Information disclosed or discussed in a permitted closed session of the Board or authorized subsidiary body shall be kept in confidence by closed session participants and not disclosed to non-participants in any manner.
 - b. While Board actions based on such information will necessarily become public information when taken or reported when the body reconvenes in public session,

the closed session proceedings and disclosures remain confidential unless and until such time as the Board acts to make some or all of them public.

Policy 2.6 – Conflict of Interest

Members of the Board of Directors must avoid conflict of interest with respect to their fiduciary duties.

1. Members will annually disclose their involvements with other organizations or with vendors and any associations that might be reasonably seen as representing a conflict of interest. The Wisconsin code of ethics for public employees and criminal justice penalties sections of State Statutes pertaining to public officials and conflicts of interest apply to all NCHC Board of Directors.
2. Disclosing Conflicts of Interests. Consistent with and as a means of implementing State Statutes and public employee code of ethics, at the beginning of each Board meeting, or as soon thereafter when it is determined by the individual Board member that they have a conflict of interest, they will announce their conflict of interest regarding topic(s) to be discussed by the Board. Upon disclosing a conflict of interest, that individual Board member will recuse themselves from the discussion and/or voting on that/those particular issue(s). Each individual Board member is personally responsible for identifying and announcing their own conflicts of interest. In the interest of the Board identifying all real and/or perceived conflicts of interests, it is an acceptable practice for a Board member to inquire of another Board member to determine if that Board member may have overlooked or not recognized a real or perceived conflict of interest.

Policy 2.7 – Board Committee Principles

Board Committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from the Board to the CEO.

1. Board Committees are to help the Board do its job, not to help, advise, or exercise authority over Management. Committees will assist the Board ordinarily by preparing policy alternatives and implications for Board deliberation or by performing specific audit functions.
2. Committees will be used sparingly and ordinarily in an ad-hoc capacity.
3. Board Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
4. Expectations, composition, and authority of each committee will be carefully stated by policy in order to establish performance timelines and the monitoring schedule of committee work, as well as to avoid conflicting with authority delegated to the CEO.
5. Board committees cannot exercise authority over staff. The CEO works for the full Board, and will therefore not be required to obtain the approval of a Board committee before an executive action.

6. A committee is a Board committee only when its existence and charge come from the Board, whether or not Directors sit on the committee. This policy does not apply to committees formed under the authority of the CEO.

Policy 2.8 – Board per Diem and Travel Expense Reimbursement

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

1. To provide fair and equitable per diem and expense reimbursement for attendance of Directors at authorized Board or Committee meetings and Board Related events, the following policy shall be applied:
 - a. Per Diem stipends for community members serving on the Board will be \$100 per month. Per Diem stipends for a County Board Supervisor or County Employee serving on the Board will be determined according to each County's policy, but shall be paid/reimbursed by NCHC as requested by each County if applicable.
 - b. Automobile travel mileage will be reimbursed by NCHC at the allowable rates established by the Internal Revenue Service (IRS).
 - c. Actual meal expenses supported by receipts will be reimbursed consistent with the organization's employee meal reimbursement rates and policies.
 - d. Authorized lodging accommodation (overnight) expenses supported by receipts will be reimbursed at the lodging institution's government rate if available, or at the next lowest rate available.
 - e. Per Diem stipends and travel expense reimbursement for other authorized Board NCHC related/represented activities (e.g., meetings with state officials, consultants, etc.) will be reimbursed under this policy with additional provisions specified as needed to take into account special circumstances.
 - 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 2.9 – Charge to the Medical Staff

The Board's accountability for the quality of medical practice will be discharged in part by depending on the medical judgment of an organized Medical Staff. While the formal Medical Staff organization, consisting of all Physicians privileged to practice in the organization, shall be responsible directly to the Board, this does not relieve or otherwise affect the responsibility of individual Physicians to meet requirements duly imposed by the CEO.

1. The Medical Staff will provide to the Board its judgment as to the capability of relevant practices, personnel, and premises to support or provide quality care.

2. The Medical Staff will provide to the Board its judgment as to the qualification of medical practitioners to render services and standards incumbent upon the organization or upon the Medical Staff.
3. The Medical Staff will provide the Board with a representative summary of Physician opinion by September 1 each year with respect to Ends deliberations of the Board.
4. The Medical Staff will be held accountable by the Board for its compliance with all laws, regulations and standards that may be binding on the formal Medical Staff organization itself.
5. The Medical Staff will be accountable for an assessment of medical performance on the criteria in 1 and 2 above;
 - a. Annually by an internal examination by a mechanism established by the Medical Staff; and
 - b. Not less than every three years by an external, disinterested third party of the Board's choice, with whom the Medical Staff must fully cooperate; or
 - c. At any time that the Board deems it necessary by either internal or external audit.

Section 3 - Board – Chief Executive Officer Relationship

CORE POLICY STATEMENT

The Board's sole official connection to the operational organization, its actions and achievements, and conduct shall be through the Chief Executive Officer (CEO). All authority and accountability of employees, as far as the Board is concerned, is considered the authority and accountability of the CEO. While the Board may be required to respond to and operate under a traditional public governmental form of governance, the relationship between the NCHC Board and its CEO will function consistent with the Policy Governance Model.

Policy 3.1 – Delegation of Executive Authority

The CEO is accountable only to the Board acting as a body of the whole. Only officially passed motions of the Board are binding on the CEO. The Board will instruct the CEO through the End Statements, Executive Limitations, CEO Position Description, CEO Annual Plan of Work, and other written Board policies, delegating to the CEO, reasonable interpretation and implementation of those policies and expectations.

- 1) Decisions or instructions of individual Board Directors, Officers, or Committees are not binding on the CEO except in rare instances when the Board has specially authorized such exercise of authority.

- 2) The Board will not give instructions to staff who report directly or indirectly to the CEO. Further, the Board shall not conduct an evaluation either formally or informally of any staff other than the CEO. Should the CEO become aware of incidents regarding this policy, the CEO shall report the issue to the Executive Committee for resolution.

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:**

- 1) Monitoring to determine the degree to which Board policies are being met. Information that does not do this will not be considered to be monitoring information. The Board will acquire monitoring data by one or more of three methods:
 - A. By internal report, in which the CEO discloses compliance information, along with justification for the reasonableness of their policy interpretation;
 - B. By external report, in which an external, disinterested third party selected by the Board, or any certifying or accrediting body, assesses compliance with Board policies, augmented with the CEO's justification for the reasonableness of their policy interpretation; and/or
 - C. By direct Board inspection, in which a designated member or members of the Board assess compliance with policy, with access to the CEO's justification for the reasonableness of their policy interpretation.
- 2) In every case, the standard for compliance shall be any reasonable interpretation by the CEO of the Board policy being monitored. The Board remains the final arbiter of reasonableness.
- 3) All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.
- 4) The Board may change its policies from time to time, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the discretion given the CEO. However as long as any particular delegation is in place, the Board will respect and support the CEO's interpretation and choices.

Policy 3.3 – Noncompliance Remediation and Grievance Process against the CEO

Board members who allege the CEO has violated Board policy shall contact the Chair about such grievances. The Chair shall present the alleged violations to the Board as a whole.

Policy 3.4 – CEO Compensation

Compensation will cover all types of compensation including, but not limited to, salary, benefits, and incentive compensation.

- 1) Performance considered for compensation purposes by the Board will only be against stated Board policies as revealed through the formal monitoring system.
- 2) The Board may form a Committee or as a whole, gather compensation information and to provide CEO compensation options and analysis for full Board consideration for recommendation to the Retained County Authority Committee.
- 3) The Board shall not fail to have a written employment agreement with the CEO, addressing, but not limited to, compensation, performance, and termination.

Policy 3.5 – CEO Termination

- 1) The CEO serves at the pleasure of the Board and may be terminated for or without cause consistent with the CEO's Employment Agreement.
- 2) Any decision by the Board to terminate the CEO for cause must consider the CEO's performance against stated Board policies as revealed by any formal monitoring system and the CEO Employment Agreement.
- 3) A decision to terminate employment of the CEO must be conducted consistent with the CEO's Employment Agreement and requires a majority vote of a Quorum of Board members at a regularly scheduled Board meeting.

AMENDED AND RESTATED BYLAWS OF
NORTH CENTRAL COMMUNITY SERVICES PROGRAM
DATED: *PROPOSED ADOPTION* February 22, 2018

These Amended and Restated Bylaws (hereinafter “Bylaws”) of the North Central Community Services Program (“NCCSP” or the “Program”) are hereby enacted to be effective on the date hereinabove referenced. These Bylaws shall be approved by the North Central Community Services Board and shall file the Bylaws and any amendments with the County Clerk of Langlade, Lincoln and Marathon Counties, Wisconsin (the “Counties” and individually the “County”).

ARTICLE 1 - Purpose and Background

Section 1.1- Langlade, Lincoln and Marathon Counties by action of their respective boards of supervisors have entered into a certain Joint County Agreement (“Joint County Agreement”) for the purpose of establishing the North Central Community Services Program to administer a community mental health, developmental disabilities, alcoholism and drug abuse program, pursuant to Section 51.42 of the Wisconsin Statutes (the “Governing Statutes”). NCCSP shall be operated pursuant to the terms of the Joint County Agreement. The purpose of these Bylaws is to compliment the Joint County Agreement by establishing policies and procedures to guide the orderly and efficient operation of NCCSP in order to enhance the ability of NCCSP and the Counties to properly meet their responsibilities for the well-being, treatment and care of the mentally ill, developmentally disabled, alcoholic and other drug dependent citizens as required by and subject to the terms, conditions and limitations provided under Section 51.42 of the Governing Statutes.

Section 1.2 - While the core statutory requirements of the NCCSP are contained in the Joint County Agreement, the North Central Community Services Board (hereinafter the “Board”) is authorized pursuant to Section 51.42(5) to develop county community program board operating procedures. Furthermore, the Counties wish to ratify the operational procedures, memorialize the delegation of authority to the Board as permitted under the Governing Statutes, all which is intended to assist NCCSP and the Board to efficiently operate consistent with the terms of the Joint County Agreement and the Governing Statutes.

Section 1.3 - The previous Bylaws dated January 26, 2017 are being amended and restated in their entirety in order to assure consistency and remove duplication between these Bylaws and the provisions of the Joint County Agreement. It is intended that these Bylaws and the Joint County Agreement shall be consistent and complimentary with the Joint County Agreement setting forth the primary governing provisions of NCCSP and these Bylaws defining procedures for proper and efficient administration of NCCSP consistent with the Governing Statutes. In the event there is any conflict between these Bylaws and the Joint County Agreement, the terms of the Joint County Agreement shall control.

ARTICLE 2 - Name and Office

The name of the Program shall be as provided in the Joint County Agreement. As of the date of adopting these Amended and Restated Bylaws, the name of the Program is “North Central Community Services Program.” The legal entity is identified with government agencies as the Human Services Board serving North Central Health Care Facility d/b/a North Central Health Care. The principal office of NCCSP shall be at 1100 Lake View Drive, Wausau, Wisconsin 54403.

ARTICLE 3 - Board of Directors

The Program shall be governed by the Board which shall be governed by the terms of the Joint County Agreement. Appointment, election, qualification, removal, powers and all other matters relating to the Board shall be governed by the Joint County Agreement.

ARTICLE 4 - Delegation of Program Administration

Section 4.1 - Pursuant to Section 51.42(4)(a), each of Langlade, Lincoln and Marathon Counties, by and through action taken by their respective board of supervisors, hereby delegate all of the powers and duties of the county departments of community programs of each such County not expressly retained as described in the Joint County Agreement to the Board.

Section 4.2 - In order to fulfill the responsibility to provide Program services as delegated by the Counties, the Board may by resolution create subsidiary agencies, and joint ventures, cooperative working agreements, contractual arrangements, including subunits of the Board, committees or subcommittees of the Board, or corporations, nonprofit corporations or other legal entities that are controlled by NCCSP, to operate and govern specific health care programs and services that are not inconsistently with the purposes set forth in the Joint County Agreement, the Governing Statutes, or approved by the Counties. The Board is authorized to appoint and remove all members of the governing body committee or subcommittee of each subsidiary or subunit agency that it creates, and shall have final authority over each such organization’s or operating unit’s budget, bylaws, policies, procedures, instruments, operational documents and other matters. The subsidiary agency’s governing instruments shall reflect the requirements of this Section 4.2 and shall specify the purpose of such subsidiary agency. Any subsidiary agency that is a corporation shall be organized as a non-stock, not-for-profit, corporation organized under Chapter 181 of the Wisconsin Statutes.

ARTICLE 5 - Officers

Section 5.1 - The officers of the Board shall be a Chair, Vice Chair, and Secretary/Treasurer, and shall be elected by the Board at its annual meeting. The Chair, Vice Chair and Secretary/Treasurer, along with the immediate past chair shall make up the Executive Committee, which ~~develops the Board meeting agendas, recommends Board priorities,~~ shall have the authority to act for and on behalf of the Board of Directors between Board meetings in emergency situations only and can be delegated specific responsibilities by the Board. The

Committee shall exercise additional responsibility as set forth in these bylaws and in the corresponding Policy Governance Manual. The Chair, Vice Chair and Secretary/Treasurer shall be referred to as the “Board Officers.”

Section 5.2 - NCCSP shall also have, at a minimum, the following additional officers, none of which shall be members of the Executive Committee or Board: (i) Chief Executive Officer (“CEO”); (ii) Chief Financial Officer (“CFO”); ~~(iii) Quality Executive~~ and ~~(iii)~~ ~~(iv)~~ Chief Compliance Officer. Notwithstanding the above, the CEO shall be an ex-officio member of the Executive Committee but shall not have a vote on any matter.

Section 5.3 - A nomination for each of the Board Officers shall be made by the majority agreement of a three (3) person Nominating Committee, which shall be appointed by the Chair of the Board from the members of the Board. The slate of Board Officers selected by the Nominating Committee shall be presented to the Board at the annual meeting. The Chair shall also call for additional nominations from the membership of the Board at the annual meeting of the Board. Vacancies of Board Officers that occur during the year shall be filled upon nomination from the Executive Committee, additional nominations from the floor, and shall be elected by the Board as required in Section 3. Filled vacancies shall serve the remaining term of the member that they replaced.

Section 5.4 - Board Officers shall be elected by the Directors casting their written and signed ballots for each office. The nominee receiving the most votes for each office shall be elected.

Section 5.5 - The term of office of each Board Officer shall be one (1) year from the annual meeting but shall continue until a successor shall be duly elected, the officer resigns, or is terminated by the Board.

Section 5.6 - The Chair shall preside at all meetings of the Board and Executive Committee **and be responsible for setting the agenda.**

Section 5.7 - The Vice Chair shall, in the absence or incapacity of the Chair, perform the duties of that officer.

Section 5.8 - The Secretary shall be responsible for the minutes of the meetings of the Board and Executive Committee and shall assure the notices of all meetings of the Board and Executive Committee are provided as required hereunder.

Section 5.9 – ~~The Quality Executive and Chief Compliance Officer may be held by the same individual if approved by the Board.~~ The CFO, CEO and Board members shall not be eligible to serve as the Chief Compliance Officer. The Chief Compliance Officer shall have direct access to the Board of Directors, shall administratively report directly to the CEO, but may be terminated only by majority vote by the Board.

ARTICLE 6 - Board Procedures

Section 6.1 - The annual meeting of the Board shall be held in November at the time and place designated by the Chair.

Section 6.2 - The regular meetings of the Board will be held on the last Thursday of each month or as otherwise scheduled by the Chair.

Section 6.3 - Special meetings of the Board shall be called by the Secretary upon request of the Chair or on written request of one-third (1/3) of the members of the Board.

Section 6.4 - Notice of regular and special meetings of the Board shall be given at least twenty-four (24) hours before such meeting in a manner which complies with the Wisconsin Open Meetings Law.

Section 6.5 - At all meetings of the Board, the presence of eight (8) members shall constitute a quorum and action shall be taken by majority vote of members present and constituting the quorum.

Section 6.6 - The Board ~~through the Finance Committee, Personnel Committee and Property Committee~~ shall arrange for an annual audit of its finances using an independent certified public accounting firm as selected by the Retained County Authority Committee.

Section 6.7 - The fiscal year of the Board shall be from January 1 through December 31.

Section 6.8 - All parliamentary practice in conducting the business of the meeting not herein specifically provided for shall follow "Roberts' Rules of Order (Newly Revised)."

Section 6.9 - Members shall be paid for meeting attendance and travel expenses in accord with the Board's policy.

Section 6.10 - Constructive Presence at a Meeting: A member of the Board or Committee of the Board may participate in a meeting of such Board or Committee by a videoconference, telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other at the same time, and provided that members of the public shall be able to hear all members so as to conform with the public meeting requirements of Wis. Stats. 19.83, where such meetings are required to be open to the public. All meetings of the Board that are required to be open and accessible to the public shall take place at the location indicated in the public notice issued pursuant to Wis. Stats. 19.84. Any Board member participating by telecommunications shall be responsible for making arrangements in advance to facilitate participation at the designated meeting location by arranging for speaker phone or other suitable device. Participating by means of telecommunications shall constitute presence in person at a meeting except for purposes of determining whether a quorum is present at such meeting.

ARTICLE 7 - Board Committees

Section 7.1 - The Board will have the following committees, ~~appointments to which shall be made by the Chair subject to approval by the Board:~~ enfranchised in these bylaws and ad-hoc committees created from time to time by the Chair to advise the Board, appointments to which shall be made by the Chair subject to approval by the Board:

A. Executive Committee;

- (1) Composed of the Chair, Vice Chair, Immediate Past Chair and Secretary/Treasurer. The CEO shall be an ex-officio, non-voting member of the Executive Committee.
- ~~(2) Function: Develops Board agendas, recommends Board priorities and may be delegated specific responsibilities between meetings by the Board.~~
- (2) The Committee shall have the authority to act on behalf of the NCCSP Board between board meetings in the event of an emergency requiring timely action that cannot be taken by the board of directors due to the circumstances. Any action taken by the executive committee under this provision shall be subject to ratification by the NCCSP Board.

~~B. Finance, Personnel and Property Committee;~~

- ~~(1) Function: Set policy regarding personnel policies, capital and operational purchases, budget development and performance, audits, service rates and insurance coverage and needs. Review and recommend property maintenance, development, leasehold interests and their maintenance and development.~~

~~C. Human Services Operations Committee;~~

- ~~(1) Function: Set policy regarding planning and evaluation of care and delivery of services to clients to meet the most critical community needs for mental health, alcohol/drug abuse and developmental disability.~~

~~D. Nursing Home Operations Committee;~~

- ~~(1) Review and recommend policies regarding the general operation of Mount View Care Center including policy changes, future planning, and resource development, and monitoring the care and services provided by the nursing home as well as staff and resident relationships.~~

~~E. Quality Assurance and Compliance Committee; and~~

- ~~(1) The Board is granted broad authority to form a Quality Assurance Compliance Committee and to take all steps necessary to assure that the organization has an~~

~~effective program to monitor and continually improve in areas of quality and compliance. The Quality Assurance Committee shall serve as the Compliance Committee provided that the Board may separate compliance into its own committee by majority vote. The Board is authorized to take all necessary actions, adopt policies and procedures, adopt programs and take other actions necessary in its discretion to further an atmosphere of compliance. The Board is further authorized and directed to take all steps necessary to create programs to monitor and improve the quality of services provided to patients receiving care under its auspices in a manner that promotes continual quality review and improvement in an environment that assures confidentiality and immunity to the greatest extent permitted by law.~~

~~F. Collaborative Care Quality Committee.~~

- ~~(1) The Collaborative Care Quality Committee is created to perform quality assessment and review of the collaborative functions of North Central Health Care and various County and Community stakeholders. The purpose of the Committee is to assist the NCCSP Board and its Quality Committee with review and evaluation of the quality of care provided to the Managed Population within the scope of the Collaborative Responsibilities.~~
- ~~(2) NCHC has been delegated various responsibilities from Marathon, Lincoln and Langlade Counties under Wisconsin Statutes 51.42 including, skilled nursing and long term care (in the case of Marathon County), mental health, developmental disability, and alcohol and drug abuse responsibilities and other services (the "Delegated Responsibilities").~~
- ~~(3) The scope of NCHC's responsibilities include the obligation to coordinate and collaborate with various community resources in furtherance of its Delegated Responsibilities. For purposes of this Charter, the scope and jurisdiction of this Committee include the programs and services of NCHC as they relate to coordination and collaboration with other County Stakeholders and Community Resources. This scope shall be referred to herein as (the "Collaborative Responsibilities").~~
- ~~(4) The Collaborative Care Quality Committee is constituted as an advisory committee to the NCCSP Board of Directors and as a part of the review and evaluation of NCHC related to the Collaborative Responsibilities. The Committee shall operate as part of the NCHC quality review and assessment program and may make recommendations to the NCHC Quality Committee and to the NCCSP Board of Directors within the scope of the Collaborative Responsibilities. The Committee shall be operated in furtherance of quality health care.~~

~~(5) Although the Collaborative Care Model is built around the responsibilities that are delegated from each County to NCHC under Wis. Stats. 51.42, it recognizes that the activities and responsibilities of a broad range of County Stakeholders and Community Resources have an opportunity to have a positive impact on the Collaborative Responsibilities and the overall health of the population served by NCHC (the “Managed Population”). County Stakeholders may include County courts, law enforcement, corrections, probation and parole, social services, welfare, various other components of the County governmental structure and private community organizations (“Community Resources”) that may have a collective impact on the Collaborative Responsibilities, health and welfare of the Managed Population.~~

~~(6) In order to more efficiently and effectively meet its obligations, NCHC has developed a formal system of collaborative and interactive activity between NCHC and the various County Stakeholders and Community Resources (the “Collaborative Care System” or “System”). The Collaborative Care System creates a formal mechanism for participation by county and other community stakeholders in the quality assessment process of NCHC relating to the Collaborative Responsibilities.~~

~~(7) Goals of the Committee. The overall goals of the Committee are:~~

~~i. To create an integrated and innovative system to coordinate and promote collaboration between and among various resources, including County Stakeholders and Community Resources, that may have a positive impact on the health of the Managed Population within the scope of the Collaborative Responsibilities.~~

~~ii. To leverage the expertise and perspective of County Stakeholders and Community Resources in the review and assessment of the quality of services related to the Collaborative Responsibilities.~~

~~iii. To apply a population health management approach to the review and assessment of the services provided as part of the Collaborative Responsibilities.~~

~~iv. To encourage and promote collaborative solutions, protocols and operating procedures across various components of the System.~~

~~v. To evaluate, assess, measure and reevaluate results of Collaborative Care System solutions. —~~

~~vi. To further additional goals as defined by the Board.~~

~~(8) Committee Structure. The Committee will be advisory to the Board of Directors of NCHC on matters relating to the Collaborative Responsibilities and on other~~

matters requested by the Board of Directors. The Committee will work functionally as part of the NCHC quality assessment process through the Committee Chairperson and will make regular reports to the NCCSP Board and to the Quality Committee.

- (9) ~~Voting Members and Membership. Composition of Committee. The Committee shall consist of seven members (7) members, of which five (5) members shall be Voting Members. Committee members will be as appointed by the NCCSP Board and shall serve subject to the will of the Board. The initial Committee shall be comprised of the top appointed official in Marathon County, the top appointed official in Lincoln County, the top appointed official in Langlade County, the NCCSP Chairman of the Board of NCHC, the NCCSP Quality Committee Chair, the Chief Executive Officer of NCHC and the Quality Executive of NCHC. The Chief Executive Officer and Quality Executive shall not be voting members of the Committee but will have all other rights and obligations as a member. The Board is authorized to change the composition of the Committee. No participant on the Committee may have at any time been excluded from participation in any government funded health care program, including Medicare and Medicaid. Members of the Committee must meet such other qualification that are established by the Board. Appointees to the Committee and any Subcommittee and Work Group, will be asked to accept their responsibilities. In the event that a designated position remains open or is not accepted, the Committee, Subcommittee or Work Group shall have the authority to convene and operate.~~
- (10) ~~Terms of Committee Members. The members of the Committee shall serve for such terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee or any subcommittee or work group of the Committee at any time with or without cause and may restructure the Committee and any subcommittee or work group in its discretion to maximize goals and objectives. Committee members who are appointed based on their office or position shall be replaced by their successor to that office or position subject to approval by the Board. In the event that a member of the Committee resigns or is otherwise unavailable or unwilling to actively and regularly serve on the Committee, the Board is authorized to replace such members.~~
- (11) ~~Subcommittees and Work Groups. It is the intent and desire of the Board for the Committee to seek broad participation from various experts from within County Stakeholders and Community Resources in order to maximize available expertise to address issues that are defined by the Committee. The Committee is authorized to create subcommittees and work groups to work on specific issues relating to the Collaborative Responsibilities and to advise the Committee with respect to those issues. Members of the Committee, any subcommittee, work group, or other panel shall be considered to be participants in the assessment and review of the quality of NCHC services. Members of committees, subcommittees and work groups will meet the same qualifications as are required of members of the Committee. The Committee shall keep the NCCSP Quality Committee and Board advised regarding~~

~~the activity of the Committee, subcommittees and work groups. The Board may assign representatives to Subcommittees and work groups in its discretion and to maximize expertise available to address specific issues.~~

~~(12) Manner of Acting. The Committee shall be advisory to the Board and shall have reporting responsibilities to the Quality Committee of NCHC and the Board. The Committee shall make recommendations to the Quality Committee of NCHC regarding suggested quality measures and other program changes relating to the Collaborative Responsibilities that are consistent with the objectives and goals set forth in this Charter, or as otherwise requested by the Board. The Committee can also make recommendations to other Stakeholders regarding their participation in the Collaborative Responsibilities. Formal recommendation by the Committee may be made based on a majority vote of the Committee Members in attendance at a meeting at which a quorum is present. All votes taken shall be reported to the Board and the Quality Committee. A quorum shall not be required to conduct business, to deliberate, and to provide information as an advisory committee to the Board. The Chairperson of the Committee shall provide regular reports to the Board and to the Quality Committee regarding the activities, discussions, actions, votes, and other issues relative to the Committee. The Board may direct or take further action with respect to any issues with or without a formal recommendation from the Committee.~~

~~(13) Duties and Responsibilities of Committee. The Committee shall have the following duties and responsibilities within and across the scope of the Collaborative Responsibilities:~~

- ~~i. Review and recommend standards for reporting information regarding the Collaborative Responsibilities to County Stakeholders to assist the County Stakeholders in performing their Collaborative Responsibilities. Standards shall be within the confines of all applicable laws, including but not limited Wisconsin and Federal laws protecting patient confidentiality and health information.~~
- ~~ii. Review and make recommendations on the content and format of the System wide quality dashboard.~~
- ~~iii. Recommend priorities for System wide quality initiatives that emphasize improving quality and patient safety while managing resource consumption and cost.~~
- ~~iv. Maintain awareness of external factors influencing the direction of quality improvement and reporting.~~
- ~~v. Utilize evidence based criteria and standards to recommend quality benchmarks, identify defined scope areas of focus, create achievable quality and performance standards, establish objectively measureable goals, and create reliable methods to measure of achievement of goals.~~

- ~~vi. Facilitate transparency by providing insight into the process of reporting quality and cost information to the public and various Stakeholders.~~
- ~~vii. Benchmark with other organizations to broaden insight into innovation in quality improvement.~~
- ~~viii. Annually review programs and practices related to quality of Collaborative Responsibilities and recommend any proposed changes.~~
- ~~ix. Receive notice of complaints and allegations relating to the Collaborative Responsibilities received through an anonymous complaint procedure or otherwise, that are deemed to be material by the Chairperson of the Committee, and consult with management regarding the resolution of all such material complaints and allegations through the appropriate channels.~~
- ~~x. Review and make recommendations for processes to achieve excellent performance and meeting quality performance benchmarks.~~
- ~~xi. Consider risks relating to quality, including compliance with applicable legal, regulatory, operational, health and safety requirements as well as high ethical standards in compliance with NCHC compliance programs.~~
- ~~xii. Form and delegate authority to subcommittees if determined to be necessary or advisable, provided that any subcommittee shall report any actions taken by it to the whole Committee at its next regularly scheduled meeting.~~
- ~~xiii. Make reports to the NCCSP Quality Committee and Board at their next regularly scheduled meeting (or sooner as deemed to be necessary) following the meeting of the Committee accompanied by any recommendation.~~
- ~~xiv. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.~~
- ~~xv. Annually review its own performance.~~
- ~~xvi. Make recommendations regarding use of Population Management tools and processes to assess the provision and quality of services.~~
- ~~xvii. Exercise such other authority and responsibilities as may be assigned to it from time to time by the Board.~~

~~xviii. Review and make recommendations for adjustments to performance metrics and targets;~~

~~xix. Recommend operational standards, protocols and processes.~~

~~xx. Recommend quality goals and metrics.~~

~~(14) Relationship with NCHC Quality Review Functions. The Committee may advise the NCCSP Quality Committee regarding issues that are within the scope of the Collaborative Responsibilities. The Committee shall not have the power or authority to discipline any party, medical staff members, health care provider or any other person or entity or to take any direct action except as a recommendation to the Board and the Quality Committee. The Committee can make referral recommendations to the Quality Committee for consideration if legitimate quality deficiencies are identified with respect to NCHC or any health care professional providing service within the Collaborative Responsibilities through NCHC. Further action within the NCHC Quality process shall be at the discretion of the Quality Committee and Board. The Committee shall have no power or authority to make recommendations to or compel participation from any component of NCHC except through the reporting structure to the Quality Committee and the Board.~~

~~(15) Quality Planning Activities of Committee.~~

~~i. Collaborative Responsibility Strategic Plan. The Committee shall conduct an annual assessment of the strengths, weaknesses, opportunities and challenges relating to the Collaborative Responsibilities and shall develop an annual strategic plan, or an update to a prior strategic plan, that identifies the strategies, goals, objectives and budget of the Collaborative Responsibilities. Further, the Committee shall develop and recommend annual service, outcomes, goals and objectives for the Collaborative Responsibilities. The annual work product of the Committee is defined as the "Collaborative Responsibility Strategic Plan." The Collaborative Responsibility Strategic Plan shall be subject to approval by the Board.~~

~~ii. Quality Improvement. The Committee shall be responsible to conduct an annual evaluation of the quality of services provided on a unified basis by all Stakeholders involved in the Collaborative Responsibilities including patient satisfaction surveys, satisfaction of various Stakeholders, and develop annual initiatives for recommendation to the Board to enhance the ability of the various Stakeholders to improve the quality of care delivered in connection with the Collaborative Responsibilities through improvement by individual Stakeholders, enhancements to coordination and collaboration between the Stakeholders, and other improvements to benefit the System, (defined as "Quality Improvement Initiatives").~~

- iii. ~~Annual Quality Work Plan. The Committee shall develop an annual quality work plan for the Collaborative Responsibilities that establishes priorities for and that allocates responsibility among Stakeholders in a manner designed to achieve the performance objectives and improvement priorities, and identifies the Quality Improvement Initiatives (the “Quality Work Plan”).~~
- iv. ~~Work Plan Standards. The Committee shall submit Quality Work Plans that meet or exceed standards relevant to the Collaborative Responsibilities established by any independent or governmental health care quality organizations.~~
- v. ~~Work Plan Review. The Committee shall submit all required Work Plans to the Board for consideration and action.~~

(16) Quality Assessment Protections

- i. ~~Activities in Furtherance of Quality Healthcare. All quality evaluation activities pursuant to this Charter and in connection with the Collaborative Care System shall be performed in furtherance and as a review of the quality of health care by NCHC in accordance with Wisconsin and Federal law.~~
- ii. ~~Confidentiality of Information. Any act, communication, report, recommendation or disclosure, with respect to any individual, performed or made for the purpose of achieving and maintaining quality patient care and patient safety as part of the operation of the Collaborative Care Quality Committee or otherwise in connection with NCHC or any other health care facility, shall be privileged and confidential to the fullest extent permitted by law. No person who participates in the review or evaluation of the services of health care providers or charges for such services may disclose an incident or occurrence report or any information acquired in connection with such review or evaluation except as required by law. All persons, organizations, or evaluators, as part of the NCHC Collaborative Care Quality Committee and subcommittees, who review or evaluate the services of health care providers in order to help improve the quality of health care, to avoid improper utilization of the services of health care providers, or to determine the reasonable charges for such services, shall keep a record of their investigations, inquiries, proceedings and conclusions. Any person who testifies during or participates in the review or evaluation may testify in any civil or criminal action as to matters within his or her knowledge, but may not testify as to information obtained through his or her participation in the review or evaluation, nor as to any conclusion of such review or evaluation. Any breach of confidentiality may result in a professional review action and/or appropriate legal action. Such breaches are unauthorized and do not waive~~

~~the peer review privilege. Any member of the applicable committee or subcommittee who becomes aware of a breach of confidentiality must immediately inform the NCHC Quality Executive.~~

~~iii. Quality Review Immunity. There shall, to the fullest extent permitted by law, be absolute immunity from civil liability arising from any such act, communication, report, recommendation, or disclosure, even where the information involved would otherwise be deemed privileged. No person acting in good faith who participates in the review or evaluation of the services of NCHC or the charges for such services conducted in connection with the NCHC quality review process, including but not limited the operation of the Collaborative Care Quality Committee, which is organized and operated to help improve the quality of health care, to avoid improper utilization of the services of health care providers or facilities or to determine the reasonable charges for such services, or who participates in the obtaining of health care information in performance of such tasks is liable for any civil damages as a result of any act or omission by such person in the course of such review or evaluation. Acts and omissions to which this subsection applies include, any recommendations or actions taken within the scope of authority granted to the Collaborative Care Quality Committee or against a health care provider or other party involved in the delivery of care. Such privileges shall extend to members of the Collaborative Care Quality Committee, subcommittees of the Collaborative Care Quality Committee, administration and, the governing body, and any of their designated representatives and to third parties who supply information to or receive information from any of the foregoing authorized to receive, release, or act upon the same. For the purposes of this Section, the term "third parties" means both individuals and organizations who have supplied information to or received information from an authorized representative of NCHC or the applicable reviewing committee or subcommittee (including the committee members, subcommittee members, governing body, the medical staff, or administration) and includes but is not limited to individuals, health care facilities, governmental agencies, quality improvement organizations and any other person or entity with relevant information.~~

B. Ad-Hoc Committees.

(1) It is the intent and desire of the Board to seek broad participation from various experts from within County Stakeholders and Community Resources in order to maximize available expertise to address issues that are defined by the Board. The Board is authorized to create Ad-Hoc Committees on specific issues and to advise the Board with respect to those issues.

C. Structure and Operation of Committees

(1) Chairperson of Committee. The Chairman of the Board of NCHC assign the Chairperson of the Ad-Hoc Committee.

- (2) ~~Regular~~ Committee Meetings. The Committee shall meet as frequently as required to fulfill its duties and responsibilities. Meetings shall be at such times and places as the Committee deems necessary to fulfill its responsibilities. The Board shall also have the authority to convene a meeting of the Committee for any purpose.
- (3) Special Committee Meetings. The Chairman of the NCCSP Board or the CEO may call a special meeting of any Committee.
- (4) Committee Agenda. The Committee will set its own general agenda based on issues that it deems to be of importance in ~~furtherance of quality review and assessment of the Collaborative Responsibilities~~ **respect to the Committee's Charter**. The Chairman of the NCCSP Board may also request that an item be placed on the agenda of the Committee at a regular or a special meeting. Upon receipt of any such request, the Chairperson of the Committee shall place the requested item on the Agenda for the next regularly scheduled meeting of the Committee; provided that the issue is within the scope of the ~~Collaborative Responsibilities~~ Committee's Charter. The requesting party shall be responsible for summarizing and presenting the issue. The Committee shall vote whether to take further action on the recommended agenda item. Proposed agenda items that are declined because they are not within the scope of Committee authority will be reported to the Board. Approved agenda items will be assigned for further action by the Committee, ~~subcommittee, or a work group~~. The Board of Directors of NCCSP may also direct the Committee to place any item on its agenda.
- (5) Committee Reporting. ~~The~~ Committees shall report regularly and upon request to the Board regarding its actions and make recommendations to the Board as appropriate.
- (6) Governing Rules. ~~The~~ Committees are governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, ~~and quorum~~ and voting requirements as are applicable to the Board.
- (7) Review of Charter. ~~The~~ Committees shall review this Charter at least annually and recommend any proposed changes to the Board for approval.
- (8) Terms of Committee Members. The members of the Committee shall serve for such terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause and may restructure the Committee in its discretion to maximize goals and objectives. Committee members who are appointed based on their office or position shall be replaced by their successor to that office or position subject to approval by the Board. In the event that a member of the Committee resigns or is

otherwise unavailable or unwilling to actively and regularly serve on the Committee, the Board is authorized to replace such members.

(9) Each Committee shall consist of at least four (4) appointed members, at least two (2) of which must be Board members. The Chair may appoint as members of committees persons who are qualified to serve but who are not members of the Board. The number of members appointed to committees may be increased by the Chair of the Board. A majority of the committee members shall constitute a quorum to transact business. Actions of committees shall be approved by majority vote.

(10) Following the annual meeting of the Board, the Chair will appoint members of the Board to respective committees and also designate committee chairs and vice-chairs. The Chair and Vice-Chair of the committees must be a Board member.

(11) All Board members may attend any committee meeting as ex-officio members but cannot vote unless appointed to the committee by the chair.

ARTICLE 8 - Chief Executive Officer

Section 8.1 - The Chief Executive Officer shall be appointed as provided for in the Joint County Agreement and shall have the powers and duties enumerated in Article 7 of the Joint County Agreement.

Section 8.2 - The Chief Executive Officer shall fulfill the role and execute all of the duties, powers and obligations of the community programs director as defined in Chapter 51.42 of the Wisconsin Statutes.

Section 8.3 - The Chief Executive Officer has the power and authority to execute contracts and agreements and take all necessary actions to fulfill the policies of the Board and to take actions to administer the Programs and facilities that are under the operational control of NCCSP.

ARTICLE 9 - Facilities

Section 9.1 - The Chief Executive Officer will operate facilities owned, leased, or managed by NCCSP in consultation and as determined by the NCCSP Board. The business of the Board's facilities shall be operated collectively under the name of North Central Health Care.

ARTICLE 10 - Amendments

Upon five (5) days written notice, these Bylaws may be amended at any regular meeting of the Board or at any special meeting called for the purpose of amendment, by a vote of two-thirds (2/3) of the members present; provided that any amendment that increases the delegation and authority to the Board from any of the Counties shall require consent by such Counties.