1. Call to order
   Meeting was called to order at 3:02 p.m.

2. Public Comment for Matters Appearing on the Agenda
   No public comments

3. Chairman’s Report and Announcements – J. Zriny
   Robin Stowe, Langlade County Corporation Counsel, stopped in briefly to introduce Dennis Clark, recently hired in a newly created position of Langlade County Manager.

   Zriny thanked Laura Scudiere for her service to North Central Health Care. Metter added that Laura joined the Executive team when there was turmoil amongst county partners and felt the improvement in these relationships was a direct result of her leadership.

4. Consent Agenda
   - **Motion/second**, Balk/Ashbeck, to approve the Consent Agenda which includes:
     - 12/12/2019 NCCSP Board Meeting Minutes
     - 1/16/2020 Executive Committee Minutes
     - CEO Work Plan Review and Report
     - Executive Updates
     - December Quality Dashboard and Executive Summary
     - Medical Staff Bylaws
     - Medical Staff Privileges for Laurence Gordon, DO, Gabriella Hangiandreou, MD, Patrick Helfenbein, MD, William Nietert, MD, Sencan Unal, MD

5. Board Discussion and Possible Action
   - Overview of the Political Landscape in 2020 – M. Stanford, General Counsel, Wisconsin Hospital Association
Trends in hospital and health care show a recent decline in positive operating margins i.e. patient mix is challenging (more Medicaid vs private pay), typically when private pay ends Medicare begins.

There is an increase in the aging population and a shrinking workforce. By 2032 it is estimated that the population over 75 will grow by 75% and the population under 18 will grow by only 3.5%. Wisconsin’s population over 65 will double by 2030 and health care demand will increase by 30%.

Some of the goals for WHA in 2019 was to increase Medicaid reimbursement to psychiatrists, expand Medicaid telemedicine reimbursement to all covered services and remote monitoring technologies, etc.

In August of 2019 a DHS report indicated Wisconsin faces a shortage of 117.27 full-time psychiatrists. Wisconsin ranks among the lowest in the nation in meeting the demand for psychiatrist care. Working with the Medical College of Wisconsin in the Psychiatry Residency Program is vital to improving services in the State and our community.

- December Preliminary Financial Statements – B. Glodowski
  - Operationally revenue was down, census in both the nursing home and hospital were down, outpatient revenue was also below target, however, and residential services remained within target. Contracted services and legal expenses were over target for December. Diversions and health insurance were within target for December. A number of yearend adjustments have been built into the financials including the Waldinger settlement, WIMCR, and CCS settlement.
  - Our annual audit will be conducted in February with a presentation to the Board at its April meeting. We are working with Pine Crest with their annual audit wrap-up.
  - Days in accounts receivable in 2019 ended at 27 days compared to 32 at the end of 2018. Industry benchmark in the nursing home industry according to Wipfli is at 44 days and in the mental health industry at 50 days.
  - Write-offs are down as well as write-offs to gross revenue.
  - Motion/second, Ashbeck/Breske, to approve the December preliminary financials. Motion carried.

- Overview of Proposed Revision to the Agreement for Joint Sponsorship of Community Programs – L. Leonhard
  - A Joint Tri-County Agreement has been in place for a long time but had not been updated in decades. In 2016 a revised agreement was developed which included an additional oversight body, the Retained County Authority Committee (RCA) as well as a time period forcing a review of the agreement by July 2020. The RCA felt the timing of the review should be completed and presented to the three County Boards prior to the April elections.
  - A redlined version of the revised document is included in the Board packet and reflects trust in partners. The revisions include input from NCHC Board and moving the RCA oversight to be within the NCHC Board structure. The proposed structure of the NCCSP Board incorporates representation of each county’s chief administrative position.

- Provision of Legal Services to North Central Health Care – L. Leonhard
  - Loy noted the need, and cost, for legal services has increased dramatically over the years. State Statutes do not allow us to hire our own attorney, although we are able to contract for legal services.
Options: continue as we are and deal with the high cost, advocate for a change in legislation to allow NCHC to hire an attorney directly, or establish a dedicated attorney for NCHC through a County Corporation Counsel’s office. (See Memo in packet.)

Leonhard added the attorney would be a Marathon County employee but be housed at NCHC; the client being the multi-county agency. The attorney will have access to the other lawyers of the corporation counsel office who handle Chapter 51 cases, guardianships, etc. If there is a potential conflict of interest a private attorney would be contracted with. Feel there will be better consistency and a significant benefit working directly with M. Loy at NCHC.

- Divestiture and Transfer of Adult Protective Services from North Central Health Care to the Aging & Disability Resource Center of Central Wisconsin – M. Loy
  - In 2019 we agreed to pursue transferring the APS program to the ADRC.
  - The ADRC Board recently approved the transfer. If the NCHC Board approves the request to transfer the program to ADRC, the transfer will be presented to each of the three counties for their consideration.
  - There is no measurable impact that the community will experience except a different location from where services will be provided. APS provides guardianship services i.e. legal process to remove civil rights in decision-making; and at risk investigations and ultimately protective placements. There will be a negative contribution to indirect allocation of cost to operate ($200,000) which we should be able to work to absorb.
  - Leonhard stated the proposal will also need to be approved by Wood County as the ADRC includes Wood County in addition to Langlade, Lincoln and Marathon Counties.
  - Motion/second, Seefeldt/Wagner, to recommend the divestiture and transfer of Adult Protective Services from North Central Health Care to the Aging & Disability Resource Center of Central Wisconsin. Motion carried.

- Status and Future Direction for Psychiatry Recruitment – M. Loy
  - Important for Board to have a good understanding of the strategy and scope of depth in the shortage of psychiatrists in Wisconsin and specifically our tri-county area.
  - NCHC has provided the backbone support for the MCW Central Wisconsin Residency Program since 2016 including annual Stipend Support starting in 2016 at $53,000 to $230,000 for 2020 going forward. NCHC also provides faculty for training which takes staff out of production during that time and the program is at a point when we should see additional benefits in the potential recruitment of one or two residents as they graduate from the Residency Program.

- Board Review of the Joint Commission Re-Accreditation Process: J. Peaslee
  - NCHC entered its survey window starting in September 2019 through March 2021. This will be the second re-accreditation process.
  - The survey includes speaking with Board members.
  - Distributed documents to assist in anticipating the type of questions that are typically asked.
  - Cost of Joint Commission Accreditation is roughly $35,000 annually.
  - Accreditation is only the behavioral health services and does not include the nursing home. Accreditation offers deemed status benefits for CMS regulatory oversight and is a framework to improve quality of care.
6. MOTION TO GO INTO CLOSED SESSION
   - **Motion/second**, Ashbeck/Metter, to move into closed session,
     o Pursuant to Section 19.85(1) (c) and (f) Wis. Stats. for the purpose of considering employment and performance evaluation of any public employee over which the governmental body exercises responsibility, and preliminary consideration of specific personnel problems, which if discussed in public, would likely have a substantial adverse effect upon the reputation of any person referred to in such problems, including specific review of performance of employees and providers of service and review of procedures for providing services by Agency, to wit: Report of Investigations related to Corporate Compliance Activities and Significant Events – J. Peaslee
     o Pursuant to Section 19.85(1) (c) Wis. Stats. for the purpose of considering employment, compensation, or performance evaluation data of any public employee over which the governmental body has jurisdiction or exercises responsibility, to wit: CEO Evaluation and Compensation Recommendation to the Retained County Authority Committee - Todd Penske, PeopleFirst HR Solutions Inc.
   - Roll call. All ayes. Motion passed 10-0. Meeting convened in closed session at 4:45 p.m.

7. RECONVENE TO Open Session and Report Out and Possible Action on Closed Session Item(s)
   - **Motion/second**, Metter/Bliven, to reconvene into Open Session. All ayes. Motion passed 10-0. Meeting convened in Open Session at 5:43 p.m.
   - No report out or action taken.

8. Review of Board Calendar and Discussion of Future Agenda Items for Board Consideration
   - Next Board Meeting is Thursday, February 27, 2020 at 3:00 p.m.

9. Assessment of Board Effectiveness: Board Materials, Preparation and Discussion
   - No comments made.

10. Adjourn
    - **Motion/second**, Bliven/Benson, to adjourn the meeting at 5:44 p.m. Motion carried.

*Minutes prepared by Debbie Osowski, Executive Assistant to CEO*