Meeting was called to order at 3:03 p.m.

Chairman’s Announcements

- Nancy Bergstrom will be retiring in January 2021 and Theresa Wetzsteon will also be leaving the Board this month due to the demands of the backlog of pending cases in 2021 related to COVID-19.
- Welcome Dave Oberbeck, Marathon County Supervisor, who has joined the Board starting today and is filling the vacancy left by R. Wagner in August.
- In early 2020 the Board was asked to complete an evaluation form by PeopleFirst Consulting Group on the performance of M. Loy, CEO. The evaluation form was completed in first quarter of 2020 but due to the challenges that the Covid pandemic brought, the face-to-face performance evaluation was not completed until late November. We were pleased to provide a very positive report on M. Loy’s performance on behalf of the Executive Team, Board of Directors, and Retained County Authority.

Public Comment for Matters Appearing on the Agenda

- None

Patient in the Board Room

- Officer Eric Lemirand with Wausau Police Department, and Monica Mynsberge, Case Manager with NCHC Community Treatment, were introduced. Both have been working with the Homelessness Pilot Project and provided an incredibly positive status report.
Chief Bliven noted that this project involves working with a chronic homeless population in which they encounter the most difficult situations. Success thus far has been remarkable and having two individuals assigned full-time is critically important to the success of the project and individuals, and their work is making an unbelievable impact.

T. Wetzsteon added that the DA’s office is actively working with the group to help coordinate efforts to address core issues and to try to make sure criminal justice is not a barrier to potential positive outcomes. Prosecutors received a tour of some of the circumstances of homelessness by the Police Department.

Consent Agenda and Monitoring Reports

- **Motion**/second, Bliven/Leonhard, to approve the Consent Agenda and Monitoring Reports. Motion carried.

Board Education

- Objectives and Key Results (OKRs): Managing for Execution – M. Loy
  - Covid has been a great challenge but we still had several huge successes in 2020 i.e., opening the new Youth Hospital, CBRF, and Aquatic Therapy Pool.
  - We continue to refine our management planning system to better align strategy to operations by implementing the OKR management system to help us achieve our organizational objectives more effectively.
  - 2021 organizational objectives have several key results for each. This effort is partnership of the Executive and Senior Management Teams; it will take 4-5 cycles to really finetune the process. Quarterly updates will be provided to the Board.

Board Discussion and Action

- CEO Report and Board Work Plan – M. Loy
  - The 2021 work plan will be finalized with the Executive Committee in January and then presented to the Board for adoption. Items that were not accomplished will carry over from 2020 for completion next year.

- ACTION: Motion to Accept the October and November Financials – J. Meschke
  - October and November financials were reviewed.
  - We applied for a third distribution of Cares Act funding and are waiting to hear if we’ll receive additional funds. Eligibility for funds for this distribution is based on performance. State funding was also available, and we had received the first two payments in the early part of the year.
  - Net patient revenue is down 13% in October and November due mostly to low census especially in rehab units in both buildings. We also had approximately 100 employees out for 1-2 weeks related to Covid. An area we are working on extensively is balancing staffing to census.
  - **Motion**/second, Leonhard/Stowe, to approve the October and November financials. Motion carried.
• 2021 Dashboards and Performance Expectations – M. Loy
  o Every year performance expectations and outcomes through Dashboards are set. 2021 Dashboard measures were approved by the Executive Committee.

• Board Calendar for 2021 – M. Loy
  o The calendar is populated with dates of Board meetings, competency priorities, educational presentations, and action items. Next year will include educational opportunities about our programs and services.

• ACTION: Approve Quality and Safety Plan – J. Peaslee
  o An effective Quality and Safety Plan works to drive the culture of high performance and improvement, promotes the organization’s commitment and accountability to quality and safety, and is aligned to the strategic goals, mission, vision, values, and end statements. The plan outlines the quality framework, system for process improvement, and the model for improvement. It also includes newly created objectives and key results in nursing and clinical services quality program and continues our vision of culture of safety and renewed commitment to zero harm.
  o Motion/second, Balk/Voermans, to approve the Quality and Safety Plan. Voermans added this was a comprehensive, complete, and impressive plan. Motion carried.

• ACTION: Approve Code of Conduct – J. Peaslee
  o Code of Conduct is designed to support the organization’s mission, vision, and core values, and defines and sets boundaries of acceptable behavior. Each year the Code of Conduct is reviewed to verify it is up to date and relevant with regulatory changes and reflects any changes in business.
  o Motion/second, Bergstrom/Leonhard, to approve the Code of Conduct Policy as presented and reviewed. Motion carried.

• ACTION: Approve Complaint and Grievance Policy – J. Peaslee
  o Every client, patient, resident has a right to file a complaint or grievance of service they receive without fear of reprisal. This policy assures a system is in place to submit a complaint and process for effective follow-up.
  o Motion/second, Bergstrom/Anderson, to approve the Complaint and Grievance Policy. Motion carried.

• ACTION: Approve Utilization Review Plan – R. Gouthro
  o Utilization Review (UR) Plan for 2021 recognizes changes the UR Committee has incorporated into the plan to ensure that quality inpatient care is provided in the most appropriate and cost-effective manner. The UR Committee reviews information from a prospective, concurrent, and retrospective view and presents the information to the Medical Staff on behalf of the Board of Directors who has ultimate responsibility.
Additional discussion included how an individual is served who presents for services without insurance, UR reviews for Outpatient services, and best practices for a peer review process. The UR committee reviews the data on the Board’s behalf but can provide the Board with a more detailed look if the Board is interested.

- **Motion/second**, Ticho/Voermans, to approve the Utilization Review Plan as presented. Motion carried.

- **ACTION**: Employee Grievance Policy – J. Nickel
  - To fulfill our statutory obligation relative to having a grievance procedure as a government entity. It handles matters of workplace discipline, termination, and safety.
  - **Motion/second**, Leonhard/Bliven, to approve the Employee Grievance Policy as presented. Motion carried.

- **Board Competency Self-Evaluation Results** – M. Loy
  - An annual process was conducted in September to review competencies of the Board which is helpful when adding new Board members and identifying Board education materials. The results of this self-evaluation and board development recommendations were provided.

- **Executive Limitation Monitoring Structure** – M. Loy
  - Within the Executive Limitations the Board should have clear expectations and a monitoring report for oversight on each of the limitations. The plan is to work with Executive Committee to develop clear expectations and monitoring structures which will be brought for final review with the Board.

- **COVID-19 Vaccination Plan Overview** – J. Bracken
  - Incident Command Team and a sub-committee have developed a Vaccination Program Policy and Procedure. All staff must participate in the program but if they decide not to receive the vaccine, they must complete a declination form, wear appropriate PPE/masks, and complete ongoing infection prevention learning modules.
  - We are partnered with Walgreens and preparing for the vaccination clinics at each of our nursing homes. In future phases we will be working with our community partners to help vaccinate all employees.
Motion to Move into Closed Session
A. Motion/second, Leonhard/Ticho, 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*. Roll call vote: all Ayes. Motion carried.

Reconvene to Open Session and Report Out on Possible Action on Closed Session item(s)
- Motion/second, Gibbs/Ticho, to move to reconvene in open session at 5:03 p.m. Motion carried.

Board Calendar and Future Agenda Items - M. Loy
- No additional comments

Board Experience Optimizer
- Email will be forwarded with the Board Experience Optimizer to complete and provide feedback.

Adjourn
- Motion/second, Leonhard/Gibbs, to adjourn at 5:00 p.m. Motion carried.

Minutes prepared by Debbie Osowski, Executive Assistant to CEO