



## **OFFICIAL NOTICE AND AGENDA**

Notice is hereby given that the **Governance Committee of the North Central Community Services Program Board** will hold a meeting at the following date, time and location shown below.

**Wednesday, August 19, 2020 at 12:00 PM**  
North Central Health Care - Wausau Board Room  
1100 Lake View Drive, Wausau, WI 54403

*The meeting site identified above will be open to the public. However, due to the COVID-19 pandemic and associated public health directives, North Central Health Care encourages Committee members and the public to attend this meeting remotely. To this end, instead of attendance in person, Committee members and the public may attend this meeting by telephone conference. If Committee members or members of the public cannot attend remotely, North Central Health Care requests that appropriate safety measures, including adequate social distancing, be utilized by all in-person attendees.*

*Persons wishing to attend the meeting by phone may call into the telephone conference beginning five (5) minutes prior to the start time indicated above using the following number:*

***Phone Number: 1-408-418-9388 Access Code: 146 848 0170 Meeting Password: 1234***

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.

## **AGENDA**

1. CALL TO ORDER
2. PUBLIC COMMENT FOR MATTERS APPEARING ON THE AGENDA  
(Limited to 15 Minutes)
3. SCOPE OF THE GOVERNANCE COMMITTEE (5 Minutes)
4. ACTION: APPROVE SLATE OF NOMINATIONS TO FILL VACATING BOARD OFFICER POSITIONS (5 Minutes)
5. REVIEW BOARD MEMBERSHIP RELATIVE TO BOARD COMPETENCIES TO IDENTIFY PRIORITIES FOR CANDIDATE POOLS AND BOARD DEVELOPMENT (15 Minutes)
6. DISCUSS PROCESS FOR BOARD'S ANNUAL REVIEW OF POLICY GOVERNANCE MANUAL (5 Minutes)
7. REVIEW PROGRESS ON BOARD'S 2019-2020 DEVELOPMENT PLAN (5 Minutes)

8. DISCUSS PROCESS FOR BOARD'S ANNUAL SELF-EVALUATION OF GOVERNANCE  
(5 Minutes)

9. REVIEW BOARD EXPERIENCE OPTIMIZER (5 Minutes)

10. ADJOURN

**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



Presiding Officer or Designee

DATE: 08/14/2020 TIME: 2:00 PM BY: D. Osowski

**AMENDED AND RESTATED BYLAWS OF  
NORTH CENTRAL COMMUNITY SERVICES PROGRAM  
DATED: May 1, 2020**

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 who 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 (the “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 (“Governing Statutes”). NCCSP shall be operated pursuant to the terms of the Agreement. The purpose of these Bylaws is to compliment the 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 Agreement, the North Central Community Services Board (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 of which is intended to assist NCCSP and the Board to efficiently operate consistent within the terms of the Agreement and the Governing Statutes.

Section 1.3 - The previous Bylaws dated September 26, 2019 are being amended and restated in their entirety in order to assure consistency and remove duplication between these Bylaws and the provisions of the Agreement. It is intended that these Bylaws and the Agreement shall be consistent and complimentary with the 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 Agreement, the terms of the Agreement shall control.

## **ARTICLE 2 - Name and Office**

The name of the Program shall be as provided in the 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 Agreement. Appointment, election, qualification, removal, powers and all other matters relating to the Board shall be governed by the 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 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 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, Chair-Elect, and Secretary/Treasurer and shall be referred to as the “Board Officers.” The Chair-Elect and Secretary/Treasurer shall be elected by the Board at its annual meeting.

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”); and (iii) 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 the Governance Committee. The slate of Board Officers from the Governance 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 Governance 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 Chair-Elect shall, in the absence or incapacity of the Chair, perform the duties of that Officer. The Chair-Elect shall be eligible to vote on matters of the Executive Committee in performing these duties in the absence or incapacity of the Chair

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

Section 5.9 – The CEO, CFO and Board members shall not be eligible to serve as the Compliance Officer. The 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 May 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/Treasurer 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 shall arrange for an annual audit of its finances using an independent certified public accounting firm.

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 enfranchised in these Bylaws in addition to any Ad-Hoc committees created from time to time by the Chair to advise the Board:

### **A. Executive Committee.**

- (1) As described in the Agreement, the Executive Committee shall be composed of the Chair and the three highest appointed Administrative Officials of each County, or his/her appointed designee. The CEO shall be an ex-officio, non-voting member of the Executive Committee.
- (2) The Executive Committee shall have the authority to act on behalf of the Board between board meetings in the event of an emergency requiring timely action that cannot be taken by the Board due to the circumstances. Any action taken by the Executive Committee under this provision shall be subject to ratification by the Board.
- (3) The Committee shall exercise additional retained authority as set forth in the Agreement, these Bylaws and in the Board's Policy Governance Manual.

**B. Governance Committee.**

- (1) The Governance Committee includes the three (3) members of the Board appointed by the Chair but shall not include the Chair.
- (2) The Governance Committee shall have the authority to develop the means necessary to help facilitate the assessment of whether the Board is functioning appropriately and effectively within the Policy Governance Manual. The Governance Committee shall coordinate the Board's recruitment and development activities in accordance with Board defined competencies.

**C. 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.

**D. Structure and Operation of Committees**

- (1) Chairperson of Committee. The Board Chair assigns the Chairperson of the Committee.
- (2) 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 Board Chair 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 respect to the Committee's Charter. The Board Chair 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 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. The Board of Directors of NCCSP may also direct the Committee to place any item on its agenda.
- (5) Committee Reporting. Committees shall report regularly and upon request to the Board regarding its actions and make recommendations to the Board as appropriate.

- (6) Governing Rules. 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 voting requirements as are applicable to the Board.
- (7) Review of Charter. Committees shall review their 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 three (3) 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 Board Chair. 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 Agreement and shall have the powers and duties enumerated within the 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 the Governing 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 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.

## 2020 NCCSP Board

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### HAKE, JASON

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### LEONHARD, LANCE

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### VOERMANS, PAT

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### WAGNER, ROMIEY (Vice Chair)

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### WEAVER, BOB

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### WETZSTEON, THERESA

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### ZRINY, JEFF (Chair)

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## 2020 NCCSP Board Committees

### Governance Committee

Romey Wagner, Chair  
Randy Balk  
Ben Bliven

### Executive Committee

Jeff Zriny, Chair  
Romey Wagner, Vice-Chair  
Eric Anderson, Secretary/Treasurer

### Nursing Home Ops Committee

Jeff Zriny, Chair  
Kurt Gibbs  
Pat Voermans  
Romey Wagner  
Bob Weaver  
Cindy Rider, Aspirus (non-board member)

## 2020 Board Meeting Schedule

January 30  
3:00pm - 5:00pm

February 27  
3:00pm - 5:00pm

March  
No Meeting

April 16  
3:00pm - 5:00pm

May 28 - 3-5pm  
Annual Meeting

June 25  
3:00pm - 5:00pm

July 30  
3:00pm - 5:00pm

August 27  
3:00pm - 5:00pm

September 24  
3:00pm - 5:00pm

October 29  
3:00pm - 5:00pm

November  
No Meeting

December 17  
3:00pm - 5:00pm

## Executive Team

**Michael Loy**  
Chief Executive Officer  
715-848-4402  
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**Tom Boutain**  
Information Services Executive  
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**Jarret Nickel**  
Operations Executive  
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**Jaime Bracken**  
Chief Nursing Officer  
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**Dr. Rob Gouthro**  
Chief Medical Officer  
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**Jill Meschke**  
Chief Financial Officer  
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**Debbie Osowski**  
Executive Assistant to CEO  
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715-848-4600

Crisis Services Available 24/7: 1.800.799.0122 or 715.845.4326

## **NORTH CENTRAL COMMUNITY SERVICES PROGRAM BOARD OF DIRECTORS**

### **TERM EXPIRATION DATES**

Mr. Robin Stowe (May 20' – 1 <sup>st</sup> Term) .....	December, 2020
Mr. Romey Wagner (Apr. 18' – Filling Initial Unexpired Term) .....	December, 2020
Mr. Eric Anderson (Oct. 19' – Filling Initial Unexpired Term).....	December, 2020
Mr. Randy Balk (Feb. 16' – 2 <sup>nd</sup> Term) .....	December, 2021
Mr. Ben Bliven (Feb. 16' – 2 <sup>nd</sup> Term) .....	December, 2021
Ms. Theresa Wetzsteon (Feb. 17' – 1 <sup>st</sup> Term) .....	December, 2021
Mr. Jeff Zriny (Apr. 14' – 2 <sup>nd</sup> Term) .....	December, 2021
Mr. Jason Hake (May 20' – 1 <sup>st</sup> Term .....	December, 2022
Mr. Lance Leonard (May 20' – 1 <sup>st</sup> Term) .....	December, 2022
Mr. Kurt Gibbs (May 20' – 1 <sup>st</sup> Term) .....	December, 2022
Mr. Gabe Ticho (May 20' – 1 <sup>st</sup> Term) .....	December, 2022
Mrs. Pat Voermans (May 20' – 1 <sup>st</sup> Term) .....	December, 2022
Mr. John Breske (Apr. 18' – 1 <sup>st</sup> Term) .....	December, 2022
Mr. Robert Weaver (Apr. 12' – 3 <sup>rd</sup> Term) .....	December, 2022

		2019			2020			2021				2022			
		Nobert Ashbeck	John Breske	Bob Weaver	Eric Anderson	Robin Stowe	Romey Wagner	Randy Balk	Ben Bliven	Theresa Wetzsteon	Jeff Zriny	Jason Hake	Kurt Gibbs	Lance Leonard	Dr. Gabe Ticho
Board Leadership	GAPS														
Health Care Industry	6	✓			✓		✓	✓			✓				✓
Business/Financial	7			✓	✓		✓	✓			✓	✓	✓		
HR/Org. Dev.	GAP														
Quality and Patient Safety	2				✓										✓
Consumer Experience	3				✓			✓							✓
Fund Development	GAP														
Informatics and Info. Systems	GAP														
Public Health - Community															
Health Policy	GAP														
Clinical (BH, DD, SNF)	GAP														✓
Legal or Regulatory	3					✓				✓				✓	
Marketing and Business Development	GAP							✓							
Faith-based	GAP														
<u>Role Based Requirements</u>															
Marathon County Board	✓						✓						✓		
Lincoln County Board	✓	✓		✓		✓									
Langlade County Board	✓		✓												
Use of Services Experience	✓		✓				✓								
Retained Official - Marathon	✓													✓	
Retained Official - Lincoln	✓											✓			
Retained Official - Langlade	✓					✓									
Medical Staff President	✓														✓
<u>Key Constituents</u>											✓				
Law Enforcement	✓								✓						
Criminal Justice System	✓				✓	✓				✓					
Aspirus	✓														
Marshfield	GAP														
MCW	GAP														
Education	GAP														

Competency Gap exists when there is no expert competency present or when there is less than two Board Members with general competency expertise  
Personal/Professional Experience and Personal Attributes are used in candidate evaluation and in the job description for Board Members

# Policy Governance Manual



North Central Health Care

Person centered. Outcome focused.

ADOPTED: FEBRUARY 28, 2018

MOST RECENT AMENDMENT: OCTOBER 31, 2019

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## **Mission**

Langlade, Lincoln and Marathon Counties partnering together to provide compassionate and high quality care for individuals and families with mental health, recovery 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 through a commitment to continuous improvement.

### ***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 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.
- 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) Fail 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 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 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 Chair-Elect 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 each meeting attended for all official meetings of the Board or any Board authorized Committee. 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.
- 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.

## **NCCSP BOARD SELF-EVALUATION – SUMMARY OF RESULTS**

September 26, 2019

### **100% Participation!**

#### **Policy Governance Questions**

1. Board could be more effectively monitoring the Executive Limitations.
2. The Board believes the relationship between the Board and the CEO is being effectively managed.

#### **Top 5 Strengths by Highest Mean Score**

1. Common understanding of vision - As a Board member, I would rate my understanding of where the organization wants to be in 5-10 years as distinctive.
2. Common understanding of the mission - As a Board member, I would rate my understanding of the mission statement and how it is used in decision-making as distinctive.
3. Process for strategic planning and quality of Board participation – Strongly agree there is a formal process for Board involvement that specifies broad framework (timing and content) for strategic planning; joint Board and staff ownership of strategic plan with some Board members heavily involved; and active discussion by the entire Board supported by needed facts/materials before final approval.
4. Fiduciary and other regulatory compliance – Strongly agree that the Board ensures timely, independent audit of results and internal processes; Board understands compliance required to regulatory bodies; feedback from auditors/regulators forms basis of recovery plan monitored by Board.
5. Quality of Preparation – Strongly agree that a calendar of meetings is set and distributed for the year; agenda for the individual meetings sent out sufficiently ahead of time with indication of expected focus/high important areas for Board consideration; Board receives quality background materials well in advance of meetings and arrive well prepared.

### **Top 5 Priority Areas for Improvement by Lowest Mean Score**

1. Process for obtaining and using feedback from stakeholders – Board has formal process in place (e.g., stakeholder committee) to obtain feedback from stakeholders without filters by the staff; Board ensures that the results from the stakeholder feedback are used to inform strategy and resource allocation.
2. Process and criteria for recruitment – Formal Board recruitment process with clear evaluative criteria is in place; Board representatives reach out to potential members from a wide range of sources; recruitment process is continuous with multi-year horizon; new members are seen as great additions to the Board.
3. Diversity on the Board - Board understands types of diversity needed for organization and the value of diversity; current diversity on the Board adequately reflects the diversity of the community we serve.
4. Developing a plan for improving Board performance over time – Formal process (e.g., self-assessment) results in a clear plan for improvement; Board collectively owns the topic of improving its value to the organization.
5. (TIED) Understanding of Board composition needed to meet organizational goals – Systematic process for identifying needed Board skills driven by strategic plan; gaps are understood and agreed to by the entire Board; most new Board members seem to “fit our needs well”.  
  
(TIED) Succession planning – Board has explicit view on succession and actively works with the CEO to identify internal candidates and provide development opportunities for the top candidates to “round out” their skills.

### **Top 3 Priority Areas for Improvement by Statistical Variability**

1. Diversity on the Board
2. Process and criteria for recruitment
3. (NEW) Quality of strategic plan – There is a robust plan that covers all strategic elements; agreed upon program outcomes are tightly linked to mission, vision, and end statements and results inform subsequent decisions; clear plan for closing resource gaps, if any.

### **Recommended and Prioritized Action Plan for the NCCSP Board**

1. Direct staff to develop an annual stakeholder summit in March.
2. Board will have facilitated discussion on defining diversity and cultural competency to match the identity of our community.
3. Develop a process and criteria for Board recruitment (this would require defining Board composition prior).
4. Develop an annual CEO Succession exercise for the Board to conduct both with the CEO and in Executive Session (Closed Session without the CEO).
5. Facilitate a discussion on the quality of the strategic plan to gain better alignment of expectations and structure of the formal strategic plan.



## NCCSP BOARD SELF-EVALUATION

Please answer the following questions from your perspective as a Board member of the North Central Community Services Program Board. There are 24 questions and the survey can easily be completed from a mobile device. Each question has a comment section that is not mandatory but can help inform your response. All responses are anonymous to the extent that you don't self-identify on the basis of your comments. The questions are a framework of contemporary Board practices and it is anticipated that certain areas will present clear opportunities for Board development and continuous improvement. If a question is unclear or you don't feel confident in your response, please respond "Not Sure".

1. Are the End Statements reviewed annually by the Board and are they relevant?

- ☐ Yes
- ☐ No
- ☐ Not Sure

2. Is the Board effectively monitoring the Executive Limitations?

- ☐ Yes
- ☐ No
- ☐ Not Sure

3. Is the Board, Chair and individual Directors doing their job as described in the Board Governance Process of the Policy Governance Manual?

- ☐ Yes
- ☐ No
- ☐ Not Sure

4. Is the relationship between the Board and the CEO as described in the Policy Governance Manual being effectively managed?

- ☐ Yes
- ☐ No
- ☐ Not Sure

5. Common understanding of the mission - As a Board member, I would rate my understanding of the mission statement and how it is used in decision-making as:

Not sure	Poor	Fair	Good	Distinctive
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

6. Common understanding of vision - As a Board member, I would rate my understanding of where the organization wants to be in 5-10 years as:

Not sure	Poor	Fair	Good	Distinctive
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

7. Process for strategic planning and quality of Board participation - There is a formal process for Board involvement that specifies broad framework (timing and content) for strategic planning; joint Board and staff ownership of strategic plan with some Board members heavily involved; and active discussion by the entire Board supported by needed facts/materials before final approval.

Strongly agree	Somewhat agree	Not Sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

8. Quality of strategic plan – There is a robust plan that covers all strategic elements; agreed upon program outcomes are tightly linked to mission, vision, and end statements and results inform subsequent decisions; clear plan for closing resource gaps, if any.

Strongly agree	Somewhat agree	Not Sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

9. Succession planning – Board has explicit view on succession and actively works with the CEO to identify internal candidates and provide development opportunities for the top candidates to “round out” their skills.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

10. Financial needs assessment - Board works with staff as a part of strategic planning process to develop a multi-year view of funding requirements and trade-offs embedded in different resource levels; Board feels strong ownership for the targets.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

11. Board understanding of reputation objectives and of the role the Board can play in building/enhancing reputation – Needs for reputation building based on strategic view of organizational objectives; needs identified in detail to allow meaningful roles to be identified for individual directors.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

12. Board role in financial planning - Board's active involvement in preparing/reviewing multi-year financial plan results in robust discussion of resource allocation, funding plans, and investment objectives in context of strategic goals.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

13. Fiduciary and other regulatory compliance – Board ensures timely, independent audit of results and internal processes; Board understands compliance required to regulatory bodies; feedback from auditors/regulators forms basis of recovery plan monitored by Board.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

14. Board role in risk management – Board annually reviews potential sources of risk and mitigation plans.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

15. Process for monitoring performance – Board routinely monitors and discusses the performance of individual programs in addition to organizational performance and uses results to inform the strategic plan, resource allocation, and evaluation of the CEO.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

16. Board understanding of accountability – Board identifies primary stakeholders and ensures that performance results are communicated effectively to the stakeholders.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

17. Process for obtaining and using feedback from stakeholders – Board has formal process in place (e.g., stakeholder committee) to obtain feedback from stakeholders without filters by the staff; Board ensures that the results from the stakeholder feedback are used to inform strategy and resource allocation.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

18. Developing a plan for improving Board performance over time – Formal process (e.g., self-assessment) results in a clear plan for improvement; Board collectively owns the topic of improving its value to the organization.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

19. Understanding of Board composition needed to meet organizational goals – Systematic process for identifying needed Board skills driven by strategic plan; gaps are understood and agreed to by the entire Board; most new Board members seem to “fit our needs well”.

20. Process and criteria for recruitment – Formal Board recruitment process with clear evaluative criteria is in place; Board representatives reach out to potential members from a wide range of sources; recruitment process is continuous with multi-year horizon; new members are seen as great additions to the Board.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

21. Diversity on the Board - Board understands types of diversity needed for organization and the value of diversity; current diversity on the Board adequately reflects the diversity of the community we serve.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

22. Quality of Preparation – Calendar of meetings set and distributed for the year; agenda for the individual meetings sent out sufficiently ahead of time with indication of expected focus/high important areas for Board consideration; Board receives quality background materials well in advance of meetings and arrive well prepared.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

23. Effective meeting processes - Meetings start and end on time and time is managed to ensure Board discussion on all important topics; minimal ‘show and tell’ by the CEO/staff; most time dedicated to Board discussion and debate on important issues. Board members feel involved and their contributions valued.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

24. Fun and Passion - Board interactions are productive and enjoyable; good mixture of work and fun activities including effective efforts to connect Board members to the mission (e.g., site visits); Board members hate to miss meetings.

Strongly agree	Somewhat agree	Not sure	Somewhat disagree	Strongly disagree
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

# Board Experience Transformer

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If you could do this experience over – knowing what you know now – what would you do differently?

Are you leaving the meeting confident in the overall performance of our organization? If not, please elaborate on the concerns you would like to have addressed in the future.

Did the materials included in the Board's pre-meeting packet adequately allow you to prepare for today's meeting?

Did you feel you had ample opportunity for input?

Did all members participate in an active way? If not, why do you think that happened?

Did we focus on the right issues, giving the most important issues of strategy and policy adequate time?

Missed thoughts you didn't have the chance to state or questions you have?

Name (optional): \_\_\_\_\_