

Meeting Minutes

Meeting: Board of Directors									
Meeting Date	Location				Duration		Dial-in Number		
August 18, 2010	Lakeland Care District Central Office N6654 Rolling Meadows Drive Fond du Lac				3:35 p.m. – 5:45 p.m.				
Mtg. Leader	Meeting Materials								
Jim Brey	<ul style="list-style-type: none"> • Enrollment Data • Financials • CEO Report • Appeal and Grievance Log and Summary • Proposed Bylaw Revisions 								
Members in Attendance									
Dave Anderson	Jim Brey	Allen Buechel	Mark Harris	Lea Kitz	Jim Koziczkowski	Todd Moely	Judy Ruggirello	Bob Ziegelbauer	
Members Excused / Absent									
Others Present									
Dan Bizub – LCD	Meghan Hyland - LCD				Katie Kreis – LCD		Katie Mnuk – LCD		
Please see attached Sign-in sheet for additional attendees.									

Agenda Item		Notes & Recommendations	
Call to Order	Brey called the meeting to order at 3:35 p.m. Ziegelbauer joined the meeting at 3:37 p.m.		
Public Comment	<p>Beth Hoffman requested a more detailed explanation on the purpose of Stakeholder Committee and its make-up.</p> <p>Anderson joined the meeting at 3:38 p.m.</p> <p>Todd Moely expressed concerns relating to the prior authorization process during critical issues. Mnuk will review the situation to ensure the appropriate procedures are in place.</p> <p>Steve Kirschner suggested Board members be educated on the relationship between the IRIS and Family Care programs and how rates are determined. Kirschner discussed how advocates are pursuing the creation of a Long Term Care Council. He commended the work of Katie Mnuk and her staff for all of their efforts during the transition process.</p> <p>Moved by Moely to approve 7/21/2010 draft meeting minutes; seconded by Koziczkowski. Motion carried by a vote of Ayes, 8. Nays, 0.</p> <p>Kitz joined the meeting at 3:47 p.m.</p> <p>Dan Bizub, Finance Director, reviewed the Multi-Year Summary Balance Sheet, Profit and Loss Statement and</p>		
Meeting Minutes			
Financial Review			

	<p>Balance Sheet. Bizub also confirmed the receipt of several ICF-MR reimbursement payments from the 2009 fiscal year.</p> <p>No capitation payment was received in June; dual payments were made in July.</p> <p>Bizub discussed the District's options for optimizing the return on the restricted reserve investment, including the transfer of funds to a different banking facility. Members requested assurance that the funds would be completely insured through the FDIC and requested further discussion at the next meeting.</p>
Enrollment Update	<p>Mnuk provided an overview of the District's total enrollments; members enrolling off the waiting list, transferring from other programs, aging into the system, and relocating from nursing homes and other facilities. A detail of the enrollment circumstances was also reviewed.</p>
Implementation Update	<p>Mnuk shared how the East office staff have completed their 90-day window of performing members' health and social risk assessments and are working to refine Member Centered Plans (MCPs).</p> <p>West office staff obtained signatures on 99.4% or 858 of the total 863 initial assessments. The 90-day window for performing members' health and social risk assessments is underway; the assessments need to be completed by Oct 1st.</p>
A & G Overview	<p>Meghan Hyland, Quality Management Director, provided an overview of the District's Appeal and Grievance (A & G) Log and Summary for the second quarter. Compilation and reporting of this information is a contractual requirement of the Department of Human Services (DHS).</p> <p>Manitowoc County's Appeal and Grievance Committee is fully trained and operational; Winnebago County's Committee is scheduled for training next week.</p>
Board Governance Committee Composition & Bylaws Amendment	<p>Members discussed the importance of defining the purpose of the Stakeholder Committee. Kitz distributed proposed changes to the draft language under review.</p> <p>Moved by Harris to approve the proposed language; seconded by Kitz. Discussion followed.</p> <p>Moved by Harris to amend the original motion and modify the document by: striking the stakeholder definition and all phrases beneath it down to the composition section, adding "or family members," and striking all italicized words; seconded by Ruggirello. Discussion followed.</p> <p>Moved by Buechel to approve the motion as amended above and also include the words "one demonstrated advocate;" seconded by Kitz. Motion failed by a vote of Ayes, 2. Nays, 7.</p> <p>Moved by Harris to approve the original amendment, minus the "demonstrated advocate" language; seconded by Kitz. Motion carried by a vote of Ayes, 9. Nays, 0.</p> <p>Motion by Buechel to adopt the proposed bylaw revisions as drafted with inclusion of Kitz's language as amended by the Board; seconded by Koziczkowski. Motion carried by a vote of Ayes, 9. Nays, 0.</p>

	Anderson was excused from the meeting at 5:15 p.m. due to a prior commitment.
CEO Report	Mnuk reviewed the CEO report and provided follow-up information to testimony given at the previous meeting. There are still outstanding provider contracts with Winnebago County, and an amended nursing home contract is currently under state review. Moved by Moely to receive and file CEO report; seconded by Koziczkowski. Motion carried by a vote of Ayes, 8. Nays, 0. (CEO report attached)
Future Agenda Items	Future agenda items include the discussion of FMAP funding during the November 17 th meeting at the Central Office.
Provider Update	Motion by Koziczkowski to enter into closed session pursuant to Wis. Stat. § 19.85(1)(f) for purposes of discussing billing issues and federal/state reimbursement questions related to a network provider; seconded by Moely. Motion carried by a roll call vote of 8-0 (Ayes: Ziegelbauer, Buechel, Kitz, Brey, Koziczkowski, Ruggirello, Harris, Moely). Motion carried.
Adjourn	Motion by Harris to return to open session; seconded by Moely. Motion carried by a roll call vote of 8-0 (Ayes: Ziegelbauer, Buechel, Kitz, Brey, Koziczkowski, Ruggirello, Harris, Moely). Motion carried. Moved by Harris to adjourn; seconded by Ruggirello. Motion carried by a vote of Ayes, 8. Nays 0. Meeting adjourned at 5:45 p.m.

Lakeland Care District

Enriching members' lives by honoring their values through high quality, cost effective long-term care.

Board of Director Meeting

August 18, 2010

Sign In Sheet

PLEASE PRINT!

Name	Organization (if any)
Katie Kreis	LCD
Steve Kirschner	Advocate
NANCY KNOLL GARTNER	CLARITY CARE
BARB SALEMI	CLARITY CARE
Beth Hoffman	The Arc FC



August 10, 2010

Dear Clients and Families,

Greetings from all of us at Cerebral Palsy, Inc. We hope that your summer has been a fun and enjoyable one. We feel that with the change of service provision from Manitowoc County Human Services to the Lakeland Care District on April 1st of this year we should update you on this transition.

The transition between Cerebral Palsy, Inc. and Lakeland Care District (LLCD) has not gone well. Since April there has been a lack of communication from LLCD regarding programming and payment of programming for members enrolled in the Adult Program. It has been discovered that some of the LLCD case managers have gotten misinformation regarding the length of the day that a member spends in the Adult Program. This has led CP to appeal billing for both April and May already and it is anticipated that June billing will need to be appealed as well. CP has also been informed that the definition of programming the LLCD is using will not include services such as personal cares and feeding. It has been reported that these services are not considered "programming" and thus not an allowable cost for CP to bill LLCD. This could have a significant impact on CP's ability to continue to provide services to LLCD members.

We are writing this letter in order to inform you of the significant issues that have occurred since April 1st. Cerebral Palsy, Inc. has been committed to providing services to LLCD members and has been working on a resolution to these issues. At this time, it is uncertain where these issues will land. As of right now, CP is expected to take at least a 30% decrease in funding from LLCD. This will lead to changes in services that CP is able to provide LLCD members. Some potential changes could be: changes in programming, staff ratios, class offerings, hours of operation, etc.

We sincerely hope that it does not come to this, but Cerebral Palsy, Inc. is a non-profit organization that believes in providing quality programming to adults with significant disabilities. We appreciate the strong support the CP Centers receive from advocates like yourselves. Attached is a listing of your state representatives who may be interested in your opinions on Wisconsin's Family Care Program and the LLCD experience.

Best Regards,


Julie Tetzlaff
Director of Adult Services


Dale M. Barbiaux
Executive Director

Board of Directors
Bill Micksch
President

Sarah Griffiths
1st Vice-President

LuEllen Oskey
2nd Vice-President

Paul Snider
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Michael Koval
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Tom Apple
Katie Clancy
Hon. Marc Hammer
Stephen Harkness
Frank Hermans
Tom Hinz
Dr. Jennifer Hoyer
Melissa Lemkuil
Bert Liebmann
Dr. Edward Lin
Joan Malcheski
Deb Mauthe
Betsy Mitchell
Paul Ninham
Laurie Olson
Kurt Rotherham
Donald Salmon
Steve VandenAvond
Erin Van Zeeland
Tom Walsh

Honorary Chairpersons
Bill Jartz & Mary K. Schmidt

Executive Director
Dale M. Barbiaux

Stakeholder Advisory Committee Proposed Language Changes - Lea

Purpose

The Stakeholder Advisory Committee will review quality data collected by LCD and use that, along with their own experiences, to identify issues that affect stakeholders, to suggest areas of improvement, and to provide recommendations to LCD board and management. In turn, LCD board and management shall take recommendations generated from the Stakeholder Advisory Committee under serious consideration. Recommendations shall be at minimum discussed, and where possible and practicable, adapted or adopted.

Definition of Stakeholder

A person, group, organization or system who affects, or is affected by an organization's actions. (Wikipedia)

One who is involved in or affected by a course of action.
(Merriam-Webster)

Composition

Each county's appointments are comprised of:

- Two members or guardians
These members are current enrollees of LCD.
- One provider representative
This provider has a current contract, or is negotiating with the intent to contract, with LCD.
- One community advocate for people with disabilities or the elderly.
This individual has shown active interest in issues affecting people with disabilities or the elderly and who has a strong level of understanding of the managed care system for long term care in Wisconsin. If this individual is connected with an organization, that organization may or may not have a provider contract with LCD.

Lakeland Care District

Board of Directors By-Laws

**Approved
August 5, 2009**

**By-Laws of the Board of Directors
for the
Lakeland Care District**

The following are by-laws of the Lakeland Care District (District), a Long-Term Care District created by resolutions duly adopted by Fond du Lac County, Manitowoc County and Winnebago County pursuant to Wis. Stats. § 46.2895.

**ARTICLE I
Board of Directors**

Section 1.01 Powers. The powers granted to the Board of Directors (Board) shall be exercised in accordance with the applicable provisions of Wis. Stats. Chap. 46, these By-Laws and with the terms of the contract with Wisconsin Department of Health Services (Department).

Section 1.02 Interpretation of By-laws. All words, terms and provisions of these By-Laws shall be interpreted in a manner consistent with the enabling resolutions of the counties, applicable provisions of Wis. Stats. Chap. 46, and the contract with the Department of Health Services, Division of Long Term Care.

**ARTICLE II
Administration**

Section 2.01 Principal Office. The principal office of the Lakeland Care District is at such location or locations within the geographical area served by the Lakeland Care District as determined by the Board.

Section 2.02 Board Composition. The Lakeland Care District shall be governed by the Board. The Board shall initially consist of nine (9) members. The Executive of each participating county shall appoint three residents of his/her county to the Lakeland LTC District governing board, subject to approval by the respective Boards of Supervisors, under the following conditions:

- (a). At least one appointee from each county shall be representative of the client group or groups whom it is the long term care district's primary purpose to serve, or those clients' family members, guardians or other advocates.
- (b). Board membership shall reflect the ethnic and economic diversity in the jurisdiction of the long term care district.
- (c). No member of the board may have a private financial interest in, or profit directly or indirectly from, any contract or other business of the district.
- (d). Only individuals who reside within the jurisdiction of the district may serve as members of the board.
- (e). Appointing authorities may show preference for people with business and/or managed care experience.
- (f). Board appointees serve at the pleasure of the appointing authority, which is the County Executive.

Section 2.03 Term. Members of the Board shall serve for staggered three (3) year terms. The initial terms of the three Board members from each county shall be designated as: one one-year term, one two-year term and one three-year term in order to create a staggered system. The County Executive from each county will determine which of the appointees will serve which of these terms. Thereafter, all terms are for a period of three years. Terms begin on May 1 and end on April 30.

Upon expiration of a member's term, the County Executive appointing the member shall appoint a successor and provide the Board's Secretary with notice of the appointment at least 15 days prior to the Annual Board Meeting.

Section 2.04 Vacancies. Any vacancy on the Board shall be filled by appointment of the County Executive of the county in which the vacancy occurred for the balance of the unexpired term. The County Executive shall provide the Secretary of the Board with notice of the appointment at least 15 days prior to the next Board meeting.

Section 2.05 Compensation. Members of board shall serve without compensation except per diem and reimbursement of reasonable expenses as determined by the Chair.

Section 2.06 Annual Business Meetings. The Board shall conduct an annual business meeting at a location rotated amongst each of the counties it serves for at least the first four (4) years of operation. The Annual Business Meetings shall be held in May of each year, beginning the year after it begins operating a Managed Care Organization. At each Annual Business Meeting, the Board shall receive the audit report, elect officers and receive new Board members that are replacing Board members whose terms have expired, in addition to any other business properly before the Board. Notice of the Annual Business Meetings shall be conspicuously published and posted, and people receiving services from the District shall receive individual mailed notice at least 30 days prior to the meeting that will be held in their county. The Annual Business Meeting may be held in conjunction with an Annual Public Hearing scheduled under Section 2.07.

Section 2.07 Annual Public Hearings The Board shall conduct Annual Public Hearings in each of the counties it serves for at least the first four (4) years of operation. The Annual Public Hearings shall be held each year, beginning the year after the District begins operating a Managed Care Organization. The Board may schedule the Annual Public hearing to coincide with any regular meeting under Section 2.09 or an Annual Business Meeting under Section 2.06. Each Annual Public Hearing shall offer ample opportunity for public and consumer feedback. Notice of Annual Public Hearings shall be conspicuously published and posted, and people receiving services from the District shall receive individual mailed notice at least 30 days prior to the meeting that will be held in their county.

Section 2.08 Regular Meetings. Regular meetings of the Board shall be held pursuant to a schedule approved by the Board. The Board shall meet at least six (6) times per year.

Section 2.09 Budget. Each year, the Board shall adopt an annual budget relating to the operations of the Lakeland Care District.

Section 2.10 Special Meetings. Special meetings of the Board may be called by the chair or any three members of the Board.

Section 2.11 Open Meetings Law. All meetings of the Board shall be conducted in accordance with the Wisconsin Open Meetings Law, Wisconsin Statute Chapter 19, Subchapter V.

Section 2.12 Quorum. A majority of the Board members appointed and serving shall be required to constitute a quorum for the transaction of business at any meeting of the Board.

Section 2.13 Voting. The Board shall act by a majority vote at a meeting at which a quorum is present. The Board shall not engage in proxy voting.

Section 2.14 Attendance. Board members are expected to attend all scheduled Board meetings unless excused by the Chair. Three (3) unexcused absences may result in dismissal from the Board.

Section 2.15 Attendance by Remote Communication. Subject to any guidelines and procedures adopted by the Board, members not physically present at a meeting of the Board may participate in the meeting by means of remote communication and are considered present in person for all relevant purposes and may vote at the meeting.

Section 2.16 Powers of the Board. In addition to exercising all powers granted herein and by virtue of the county resolutions and applicable statutes, the Board is authorized to exercise all powers on behalf of the Lakeland Care District as set forth in Wis. Stat. Chap. 46 and any contract with the Department. The Board shall be responsible for performing all duties of the Board as set forth in Wis. Stat. § 46.2895.

Section 2.17 Order of Business. Unless otherwise specified herein, all meetings of the Board and committees shall be conducted in accordance with the latest edition of Robert's Rules of Order.

ARTICLE III Officers

3.01 Officers and Duties. The Board shall elect a Chair, Vice Chair and Secretary and any other officers as the Board may determine. Such officers shall have such authority and shall perform such duties as prescribed in the By-Laws. The term of the Chair shall be three (3) years with no more than two (2) consecutive terms. The term of the Vice Chair shall be two (2) years with no more than three (3) consecutive terms. The term of the Secretary shall be one (1) year with no limit on consecutive terms. The initial officers shall be elected by the Board at the District's organizational meeting and such officers shall serve until the regular meeting following the initial adoption of the District's By-Laws.

3.02 Qualifications. Officers of the Board shall be selected from among the Board members and shall be appointed by majority vote of the Board members then serving the Board. The Board may, from time to time, adopt a policy governing the conduct and procedure of elections.

3.03 Duties of Officers. The Officers of the Board shall perform such duties and functions as shall be assigned to him or her from time to time by the Board.

It shall be the duty of the Chair to preside at all meetings of the Board, to prepare and distribute Board meeting agendas prior to the next regular/special meeting, appoint ad hoc committees not otherwise provided for and perform such other duties as may be incidental to the office or which shall be required of the Chair at meetings or by the Board. The Chair shall sign all resolutions and any other documents of any kind requiring a signature on behalf of the Board; alternately, the Chair may designate one or more other Board members as signatories if the Chair and Vice Chair are not available. The Chair can sign regular business documents when no one who is so empowered is available.

It shall be the duty of the Vice Chair to perform all of the duties and have all of the powers of the Chair in the absence of the Chair.

It shall be the duty of the Secretary to keep a record of the proceedings of the Board, and to distribute minutes to Board members prior to the next regular/special meeting. The Secretary shall be responsible for posting and publishing all notices of meetings in compliance with the Wisconsin Open Meetings Law, Wisconsin Statute Chapter 19, Subchapter V. The Secretary is the designated custodian under the Wisconsin Public Records Law, Wisconsin Statute Chapter 19, Subchapter II.

3.04 Compensation of Officers. Officers of the Board shall serve without compensation except per diem and reimbursement of reasonable expenses as determined by the Chair.

3.05 Election, Resignation, Removal. An officer of the Board shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified, or until his or her resignation or removal. An officer of the Board may be removed from office by a 2/3 vote of the entire Board and removal shall be effective immediately after an affirmative vote. An officer of the Board may resign from office by written notice to the Board. The resignation is effective on its receipt by the Board or at a subsequent time specified in the notice of the resignation.

3.06 Vacancies. The Board may fill the unexpired term of any vacancy in any office occurring for whatever reason by majority vote provided, however, that the vacancy shall be filled by an individual currently serving as a member of the Board.

ARTICLE IV Chief Executive Officer

Section 4.01 Chief Executive Officer. The Board shall select and retain a chief executive officer, who shall act as director of the Lakeland Care District as that term is used in the applicable statutes. The chief executive officer shall be selected by a majority of Board members and in a manner otherwise consistent with the applicable statutory provisions.

Section 4.02 Powers, Duties and Compensation. The chief executive officer shall perform the duties set forth in Wis. Stat. § 46.2895 and as otherwise established by the Board. The Board may compensate the chief executive officer and may assign such other duties and powers as the Board from time to time deems appropriate. The chief executive officer shall serve at the pleasure of the Board provided, however, that the Board may enter into a written employment agreement with the chief executive officer that limits the Board's termination powers.

ARTICLE V Committees

Section 5.01 Executive Committee. The Chair, Vice Chair and Secretary will serve as the executive committee. The executive committee shall have full authority to act on behalf of the Board between Board meetings only when necessary, but does not have the authority to elect officers or to declare or fill any vacancy on the Board. All actions of the executive committee shall be reported and duly ratified at the next regularly scheduled meeting of the Board of Directors. The Board may adopt policies relating to what may be considered necessary for calling a meeting of the executive committee and in addition, may define the duties and authorities delegated to the executive committee by the Board.

Section 5.02 Governance Committee. The purpose of this committee shall be to recommend candidates to the Board to serve as officers and directors, as provided in Articles II and III, and to assist the board in periodically updating the by-laws, to develop and oversee a process of board orientation and training, to provide periodic assessment of board performance to include participation, conflict of interest as well as confidentiality, and to suggest improvements as needed.

- (a) The Governance Committee shall consist of at least three Directors recommended by the Chair, subject to appointment by the Board of Directors. This committee may also consist of up to two (2) non-directors, as appointed by the Board of Directors.

Section 5.03 Stakeholder Advisory Committee. The Board of Directors shall appoint an advisory committee to provide input. Membership shall consist of equal representation from each county and may include representatives from groups such as: providers, stakeholders and consumers receiving the Family Care benefit (specifically the frail elderly and people with disabilities).

Section 5.04 Other Committees. The Board shall determine standing and ad hoc committees as needed or as required by applicable statute or contract. Unless otherwise indicated, committees shall consist of at least two Board members and shall be chaired by a Board member. Other members of committees may include members of the community served or individuals who can provide expertise or advisement needed to conduct the business of the committee. District staff may provide input at the request of the committee, but are not committee members. The Chair shall appoint members to committees with board ratification.

Section 5.05 Compensation. Members of the committees shall serve without compensation except per diem and reimbursement of reasonable expenses as determined by the Chair.

Section 5.06 Meetings. Members of the committees shall meet as often as determined by the Board and/or committee members.

Section 5.07 Open Meetings Law. All meetings of any committees established under this section shall be conducted in accordance with the Wisconsin Open Meetings Law, Wisconsin Statute Chapter 19, Subchapter V.

Article VI Budget and Audit

Section 6.01 Fiscal Year. The Lakeland Care District's fiscal year is January 1st to December 31st.

Section 6.02 Budget. The Board shall adopt an annual budget. The budget shall meet all requirements imposed by the State of Wisconsin for purposes of conducting the affairs of the District.

Section 6.03 Audit. The Board shall cause an annual financial audit of the District's accounts and records with respect to all receipts, disbursements, other transactions and entries. The chief executive officer is responsible for ordering the audit. The chief executive officer shall report to the Board the process for selecting the auditor each year. A report of all audits shall be provided to the Board at the annual meeting(s).

Section 6.04 Powers Reserved. The Board shall undertake all powers and duties mandated by the applicable Wisconsin Statutes, Administrative Code and contract(s) with the State of Wisconsin. Unless otherwise provided herein, the Board may take any action upon majority vote of the Board, with the exception of the following actions, which require two-thirds (2/3) approval of all Board members:

- a. Modifications to service area for the District.
- b. Admission of additional members to the Board of Directors, provided that the Board establishes the prerequisites for the addition of Board member(s) and any county added to the District's service area shall be required to comply with Wis. Stat. § 46.2895(1)(a).
- c. Pledge of District assets as collateral.

ARTICLE VII Conflict of Interest

Section 7.01 Ethics and Conflicts of Interest. The Board may adopt ethics and conflict of interest policies governing the conduct of Board members, officer appointees, and employees in accordance with Wis. Stat. § 46.2895(3)(c) and Wis. Stat. § 19.59.

ARTICLE VIII Indemnification

Section 8.01 Indemnification. To the extent permitted by law, the Board shall indemnify the Board members, officers and committee members of the Board for expenses and costs (including reasonable attorney's fees) actually and necessarily incurred in connection with any claim asserted against such person by action in court or otherwise by reason of said person's being or having been a member, officer, or committee member or the Board, except in relation to matters as to which said person shall have been adjudged guilty of intentional, wanton or willful misconduct with respect to the matter to which the indemnity is sought; provided, that the indemnification provided for by this article shall not be construed as a waiver of any governmental immunity the Board, its officers or committee members has by statute or as modified by Court decisions which shall be asserted to the maximum extent permissible.

**ARTICLE IX
Amendments**

Section 9.01 Amendments. The by-laws may be altered, amended, or repealed, or new by-laws may be adopted by the Board by a 2/3 vote of all Board members, provided that notice of a Board meeting at which an amendment to these by-laws is to be acted upon shall include notice of the proposed amendment, alteration, or repeal. The notice of a change, along with the proposed language, shall be received by board members 14 days prior to the meeting at which any such amendment(s) is considered.

**ARTICLE X
Withdrawal of Member County and Dissolution**

Section 10.01 Withdrawal. Subject to any requirements contained within Wis. Stat. § 46.2895 and the contract between the Lakeland Care District and the State of Wisconsin, any member county desiring to withdraw from the Lakeland Care District may do so only upon written notice to the District at least 18 months prior to the expiration of the then-current contract with the State of Wisconsin provided, however, that any withdrawal shall be effective on the December 31 first following the expiration of the 18 month notice term. Any member county withdrawing from the Lakeland Care District shall forfeit its right to any and all assets of the Lakeland Care District. Any member county withdrawing from the Lakeland Care District shall forfeit its right to appoint members to the Board of Directors and otherwise participate in the governance of the Lakeland Care District, effective immediately upon delivery of the notice required herein. The Board may establish further procedures related to the withdrawal of a member county. Depending upon the circumstances of the withdrawal, certain provisions set forth in these By-Laws may need to be amended in order to comply with Wis. Stat. § 46.2895, which amendments shall be enacted consistent with Article IX provided, however, that the Board shall be empowered to fill any vacancies on the Board created by the withdrawal in order to ensure compliance with Wis. Stat. § 46.2895.

Section 10.02 Dissolution. Subject to any requirements contained within Wis. Stat. § 46.2895 and the contract between the Lakeland Care District and the Department, the Lakeland Care District may be dissolved only upon a two-thirds vote of the Board of Directors and ratification of the dissolution vote by at least two-thirds of the counties that created the Lakeland Care District. Once a two-thirds vote has been established and ratified, the assets and liabilities of the Lakeland Care District shall be disposed of in accordance with applicable state and federal law, unless an alternative disposition is required pursuant to a contract between the Lakeland Care District and the Department.