

Meeting Minutes

Meeting: Board of Directors			
Meeting Date	Location	Duration	Dial-in Number
August 5, 2009	Fond du Lac City/Cty Government Center 160 S Macy St Fond du Lac	3:30 – 5:25 p.m.	
Mtg. Leader	Meeting Materials		
Allen Buechel	<ul style="list-style-type: none"> • Draft Bylaws • Document submitted by Kitz: Meeting Minute Amendments 		
Members in Attendance			
Jim Brey	Allen Buechel	Laura DeGolier	Mark Harris
Lea Kitz	Jim Koziczowski	Todd Moely	Judy Ruggirello
Bob Ziegelbauer			
Members Excused / Absent			
Others Present			
Katie Kreis – Lakeland Care District	Jim Meisinger – Creative Care Options	Katie Mnuk – Lakeland Care District	Ruth Ryan – Fond du Lac County
Scott Schmitz – Fond du Lac County	Ken Stoffel – Winnebago County	Jeanne Velie – Lakeland Care District	John Walsh

Agenda Item	Notes & Recommendations
Call to Order	Buechel called the meeting to order at 3:30 p.m.
Review & Approve Minutes	<p>Moved by Brey to approve July 1, 2009 draft meeting minutes as submitted; seconded by Moely. Motion carried by vote of Ayes, 8. Nays, 1 – Kitz.</p> <p>Moved by Moely to approve July 15, 2009 draft meeting minutes; seconded by Ruggirello. Discussion followed. Kitz suggested amending the minutes to add detail in the following areas: RFP status and the Wisconsin Family Care Association.</p> <p>Moved by Kitz to amend July 15, 2009 draft meeting minutes as outlined by Kitz; seconded by Harris. Motion carried by vote of Ayes, 6. Nays, 2 – Brey and Moely. Abstention, 1 – DeGolier.</p>
Public Comment	None were presented.
Review & Adopt Bylaws	<p>Members reviewed the updated bylaws including revisions discussed at the last meeting, technical revisions by Kitz and revisions proposed by attorney Phillips. Suggested revisions included:</p> <ul style="list-style-type: none"> ○ <u>Section 1.01 Powers</u> – include “these By-Laws” to maintain consistency with s.6.04. ○ <u>Section 2.11 Open Meetings Law</u> – removal of reference to Public Records Law ○ <u>Section 2.16 Conflicts of Interest</u> – removal of section due to redundancy in Article VII. ○ <u>Section 3.02 Qualifications</u> – revised to read “and shall be appointed by majority vote of the Board members then serving the Board.”

	<ul style="list-style-type: none"> ○ <u>Section 4.02 Powers, Duties and Compensation</u> – inclusion of “provided, however, that the board may enter into a written employment agreement with the chief executive officer that limits the Board’s termination powers” to allow flexibility in employment contract negotiations. ○ <u>Section 5.07 Open Meetings Law</u> – removal of “and Public Records” from section ○ <u>Section 7.01 Ethics and Conflicts of Interest</u> – addition of read “The Board may adopt ethics and conflict of interest policies governing...” ○ <u>Section 9.01 Amendments</u> – substitution of “for review prior to vote” to “prior to the meeting at which any such amendment(s) is considered.” <p>During discussions on Sections 2.05, 3.04 and 5.05, regarding member compensation, members proposed to revise Section 2.05 to read, “Members of board shall serve without compensation except per diem and reimbursement of reasonable expenses as determined by the Chair.”</p> <p>Moved by Kitz to adopt the draft bylaws as presented including Phillips’ revisions and addition of per diem language in the compensation sections; seconded by Ziegelbauer. Motion carried by vote of Ayes, 9. Nays, 0.</p>
Planning Coordinator Report	<p>Mnuk provided an update on the RFP status and the coordination with members of county planning committees in the Lakeland CMO. RFP will be completed for submission by the 8.14 deadline.</p> <p>Mnuk has received quotes for Directors and Officers liability insurance. The coverage period will be 17 months; the remainder of 2009 and all of 2010.</p>
CEO Selection Committee Report	<p>At 4:15 p.m., moved by DeGolier to convene in closed session pursuant to Wis. Stat. § 19.85(1)(e) to deliberate or negotiate the purchasing of public properties, the investing of public funds, or conducting other specified public business, whenever competitive or bargaining reasons require a closed session, to wit: receive and review CEO Selection Committee Report related to selection qualifications, interview questions and materials related to interview process; seconded by Moely. After a roll call vote the motion passed unanimously.</p> <p>Motion to return to open session at 4:25 p.m.; moved by Moely, seconded by Ruggirello. After a roll call vote the motion passed unanimously.</p>
Decisions Concurrent to CEO Recruitment	<p>Mnuk identified several items needing attention prior to CEO recruitment in order to maintain the timetable District opening and Family Care implementation in Fond du Lac on 1/1/2010, Manitowoc on 4/1/2010 and Winnebago County on 7/1/2010. These items include: district space needs and locations, centralized/decentralized business operations and IT planning.</p> <p><u>District Space Needs & Location and Centralized/Decentralized</u></p>

	<p><u>Business Operations</u></p> <p>A realtor has identified available District office locations in Fond du Lac and Manitowoc Counties. A space needs layout to accommodate staff through 2012 has been developed for builders to utilize in a competitive bid process.</p> <p>The District's Planning & Governance and Steering Committees have recommended housing executive and administrative staff; and program staff in the same location in one of the counties. Program staff (i.e. Care Managers, RNs, Office Manager, Quality, Provider Network and Care Manager Assistant) would be based in each county. The District's Infrastructure Committee reviewed the issue of centralized business operations. One current estimate indicates an approximate savings of \$293,000 by performing functions centrally The Infrastructure Committee did not forward a recommendation.</p> <p>Moved by Moely for the District to centrally house executive, administrative staff including IT and program staff and for the District planning committee to move forward as necessary; seconded by Ziegelbauer. Motion carried by a vote of Ayes, 9. Nay, 0.</p> <p>Moved by Moely for the District's centralized location to be in Fond du Lac County; seconded by Brey. Motion carried by a vote of Ayes, 9. Nay, 0.</p> <p><u>IT Planning</u></p> <p>The District's IT, Planning & Governance and Steering Committees recommended the District continue to utilize the current CMHC/Netsmart system, which is used by both Fond du Lac and Manitowoc Counties and has been used by Creative Care Options since it began operating Family Care in 2000. Ruth Ryan, Fond du Lac County Business Systems Manager and Scott Schmitz, Fond du Lac County Information Systems Director were present to assist in discussions.</p> <p>Buechel presented the District's option of having Fond du Lac County provide comprehensive IT services for a limited time period during District implementation. Schmitz and Ryan gave an overview of Fond du Lac County IT staff's experience with the CMHC/Netsmart programs. Kitz emphasized the importance of appropriate separation of the IT Department operations.</p> <p>Moved by Ziegelbauer for Fond du Lac County to continue to provide comprehensive IT services as needed; seconded by Moely. Motioned carried by a vote of Ayes, 9. Nay, 0.</p>
Future Agenda Items	<p>August 19, 2009 meeting agenda items:</p> <ul style="list-style-type: none"> o Election of Officers o HR and Finance Director recruitment Notice of closed session o Education requirements and employment of Care Managers o Joining the Wisconsin Retirement System (WRS)

	Future agenda items include: <ul style="list-style-type: none">○ Polices and procedures○ Strategic planning
Adjourn	Moved by Moely to adjourn; seconded by Harris. Meeting adjourned. 5:25 p.m.