OFFICIAL NOTICE AND AGENDA

of a meeting of the Executive Committee to be held

at North Central Health Care, 1100 Lake View Drive, Wausau, WI 54403,

Wausau Board Room, at 10:30 AM on Friday, April 10, 2020

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:

Conference Call: (312) 757-3121 Access Code: 625-197-173

The meeting will also be accessible using a GoToMeeting Video-Conferencing technology at https://global.gotomeeting.com/install/625197173

1. Call to Order
2. Public Comment for Matters Appearing on the Agenda
3. ACTION: Approval of March 25, 2020 Executive Committee Minutes
4. April Board Meeting and Agenda
5. CEO Report
6. NCCSP Bylaw Updates and Other Changes Necessary Related to the Updated Joint County Agreement
7. Future Agenda Items for Executive Committee or Board Consideration
8. Adjourn

NOTICE POSTED AT: North Central Health Care

DATE: 4/03/20  TIME: 5:00 p.m.  BY: D. Osowski
NORTH CENTRAL COMMUNITY SERVICES PROGRAM BOARD
EXECUTIVE COMMITTEE

March 25, 2020 12:00 PM NCHC – Wausau Board Room

Present: X via phone Jeff Zriny  X via phone Steve Benson
X via phone Corrie Norrbom  X via phone Bob Weaver

Others Present: Michael Loy, Jarret Nickel

Public Present: Community Member identified only as Josh (via phone)

Call to Order
- Meeting was called to order at 12:09 p.m.

Public Comment for Matters Appearing on the Agenda
- No public comment(s) made.

ACTION: Approval of 2/12/2020 Executive Committee Meeting Minutes
- Motion/second, Norrbom/Benson, to approve the 2/12/2020 Executive Committee meeting minutes; motion passed.

CEO Report – M. Loy
COVID-19 Pandemic Update:
- NCHC has an incredible management/leadership team which the Board should be very proud of. They are working tirelessly in a proactive collaborative approach during this COVID-19 pandemic.
- An emergency operations structure was put in place early at NCHC on 3/6/20 which has been extremely beneficial. Our team meets daily, reviews current reports of any potential COVID-19 cases and adjusts operations as needed. NCHC immediately implemented screening protocols, identified restricted access zones, established guidance on screening procedures, etc.
- We are in the process of getting auxiliary staff up to speed i.e. fast track training, revised new hire orientation.
- Clinical Prevention and Treatment team is headed by Dr. Gouthro and planning for treating in place of those individuals testing positive. We have identified and are preparing 3 areas in our organization to use as quarantine areas should the need arise.
- We are working actively with community partners. Most therapy services in the community are shifting to tele-communications and therapy; finance and administration are working on tracking information and cost structures specific to the COVID pandemic; supply/logistics group is diligently seeking out materials needed; and communications are being provided often to staff, residents, families, and community partners.
The emergency operations team has identified five top priorities:
  - Revenue and expenses continue to be monitored closely; cancelling/delaying unnecessary expenses and maintaining necessary cash flow;
  - Restrictions and protocols have been implemented for patient safety;
  - PPE needs identified and continue to search and secure additional back-up equipment and supplies;
  - Proactively working to redepoly staff, preparing auxiliary staff, increased recruitment efforts, etc.;
  - Identified bed availability and quarantined areas of buildings for positive COVID-19 care.

Other program changes:
  - Our plan is to find a new normal and operate on that basis for next 45 days; then we will re-evaluate.
  - MVCC census has softened a bit as all organizations in community are preparing for surge; not much activity on post-acute at this time; limiting admissions to dementia and long term care areas to allow for more acute care beds and preparing for positive COVID-19 units being ready to take on capacity from hospital if they get impacted.
  - The Medically Monitored Treatment program (MMT) has been temporarily suspended however other substance abuse treatment programs continue; closely monitor all diversions to and from outside tri-county.
  - Stood up practice for onsite medical clearance to help alleviate the emergency departments from these activities and have been able to provide about 60% of medical clearance onsite.
  - Outpatient and Community Treatment programs have pivoted to working remotely; moved to individual counseling therapy vs. groups and working well. Anticipate volumes to be down at this time but could increase if situation lasts longer. Those without telecommunication availability have continued to come in and receive services at the facility using tele-health stations at NCHC.
  - Community Living programs closed the Adult Day Services program although it may open on emergency basis. Continue to operate PreVocational Services but with job sites closing expect program to be impacted also. Residential sites continue to operate with controlled visitation, appropriate screening, etc.
  - Aquatic Services has closed and do not plan to open until the new pool opens at the end of April at the earliest. Aquatic staff are being redeployed to other program areas.
  - MVCC currently has an occupancy averaging 161 and has capacity for 188; Pine Crest has occupancy averaging 133 with a capacity of 170 beds. Inpatient hospital could have as many as 52 if a surge occurs. There are weekly meetings with Aspirus, Marshfield Clinic, St. Clare’s, Ascension and other health care providers who are working together and planning should a surge occur.
Financial Report:
- We anticipate there will be a significant impact with the March financials with the unforeseen onset of the COVID-19 pandemic in our communities which resulted in sudden changes to how we provide services. We review financials daily and plan to stabilize a ‘new normal’ for the next 45 days. Initial projections for April is estimated at an $850,000 impact to the bottom line on a monthly basis. We continue to manage expenses and deferred some expenses to later in the year. Optimistically, and with patience in correcting parameters and guidelines, we could see potential additional revenues in all programs by year end which could help reduce the loss we are experiencing.
- Diversions have reduced and we continue to work on our goal to eliminate divisions altogether.
- Health insurance is significantly under budget at this time.

CFO Status:
- Jill Meschke joined us about 3-4 weeks ago and is doing a great job getting settled and being part of the team. B. Glodowski is transitioning her role through April and will contract her support as long as needed through the end of the year.

Psychiatry Residency Program Update:
- Three residents have been matched for our 4th class. They will join us on 7/1/2020. At that time we will have all 12 residents practicing. What is unique is that 2 of the 3 residents this year are coming from the Medical College of Wisconsin Medical School in Wausau. The residents continue to provide services during the COVID-19 situation and are part of the emergency response team.

HSRI Study Update:
- A challenge they are currently having is connecting for stakeholder input. We are looking at possibly moving the Board retreat to July and postponing the release of the report to the Board and community at that time also.

Renovation Update:
- The pool is slated for completion the end of April. The donor wall is being finalized.
- The Youth Hospital and Crisis CBRF structures are within timeline.
- E-wing demolition is complete. Tower construction will begin soon. No delays are anticipated due to the COVID-19 pandemic according to Miron Construction; weekly calls are conducted in which they indicate they are maintaining their work force. Bonding for the tower project will occur soon and anticipate an 18 month project timeline.
Recruitment/Vacancy Update:
- Physician recruitment continues with two interviews this week via telecommunications.
- The candidate who initially accepted the BHS Executive position has backed out. Candidate for the Executive Director of the Foundation has declined the position. We are holding off recruiting for these two positions along with the Chief Nursing Officer position. Unsure if Marathon County will be moving forward with filling the legal counsel position at this time.
- Have seen uptick in filling dietary and hospitality aid positions.
- Working with Northcentral Technical College on an accelerated CNA online learning (possible 3 week program).

NCCSP Bylaw Updates and Other Changes Necessary Related to the New Joint County Agreement
- Major changes focus on the composition of the Executive Committee with the new Joint County Agreement.
  - Committee will be composed of a representative from each county plus the NCCSP Board Chair.
  - With elections in April the biggest challenge will be preparing for the May Board meeting, selecting officers, etc. J. Zriny and R. Wagner have challengers for their county board seats which could also impact Board composition. In addition, with the COVID-19 pandemic, we will wait to see if the Governor delays the elections.
  - Following elections, the Governing Committee will meet and make recommendations for Officers of the Board.

April Board Meeting and Agenda
- Agenda will include several items deferred from February meeting in addition to regular agenda items and retreat preparation discussion.
- Will plan to hold the meeting via audio/video conferencing again due to the current Governor’s order for social distancing/stay home until 4/24/20.

Future Agenda Item(s) for Executive Committee or Board Consideration
- Next Executive Committee Meeting is scheduled for April 10, 2020 at 10:30 a.m.
- April 16, 2020 Draft Board Agenda

Adjourn
- Motion/second, Weaver/Norrbom, to adjourn the Executive Committee meeting at 12:57 p.m. Motion carried.

Minutes prepared by Debbie Osowski, Executive Assistant to CEO
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 February 22, 2018September 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 inconsistent 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. The Chair, Chair-Elect and Secretary/Treasurer shall be referred to as the “Board Officers.” The Chair, Chair-Elect and Secretary/Treasurer shall be elected by the Board at its annual meeting. The Chair, Chair-Elect and Secretary / Treasurer, along with the Immediate Past Chair shall make up the Executive Committee, which shall have the authority to act for and on behalf of the Board of Directors between Board meetings in emergency situations only and can be delegated specific responsibilities by the Board. The Committee shall exercise additional responsibility as set forth in these bylaws and in the corresponding Policy Governance Manual. The Chair, Chair-Elect and Secretary / Treasurer shall be referred to as the “Board Officers.”
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 Executive Committee. The slate of Board Officers selected by Officers from the Executive 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 Executive 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 Executive Committee and shall assure the notices of all meetings of the Board and Executive Committee 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) Composed of the Chair, and the three highest appointed Administrative Officials of each County, or his/her appointed designee, Chair-Elect, Immediate Past Chair and Secretary/Treasurer. The CEO shall be an ex-officio, non-voting member of the Executive Committee.
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 of directors due to the circumstances. Any action taken by the Executive Committee under this provision shall be subject to ratification by the Board.

The Committee shall exercise additional responsibility retained authority as set forth in the Agreement, these Bylaws and in the Board’s corresponding 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 this 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.