

Resolution No. 8-0608

**Southwest Wisconsin Care Management Coalition County Board Resolution
to Proceed with Creation of a Long-Term Care District**

WHEREAS, 2007 Wisconsin Act 20 (the biennial state budget) authorizes expansion of the long-term care program known as Family Care; and

WHEREAS, Act 20 provides both funding authority for Family Care expansion and legal authority to create new public entities known as Long-Term Care Districts to provide the Family Care benefit through the operation of a Managed Care Organization (MCO); and

WHEREAS, a Long-Term Care District is created by counties via resolution but operates independently of counties and therefore imposes no financial or legal liability upon the counties that form the District beyond the Basic County Allocation (BCA) percentage outlined below; and

WHEREAS, the Southwest Wisconsin Care Management Coalition, which includes Crawford, Grant, Green, Iowa, Juneau, Lafayette, Richland, and Sauk counties, are in the process of submitting a response to the State's Request for Proposals for an MCO to provide the Family Care benefit in those counties; and

WHEREAS, Act 20 provides that the initial annual contribution of a county offering the Family Care Program for the first time shall be no more than the amount that county spent on long-term care services for the Family Care target populations in 2006 and if that amount exceeds 22 percent of a county's BCA, the amount shall be decreased to 22 percent of BCA over a five-year period; and

WHEREAS, the Long-Term Care District service model retains public oversight of an MCO through the appointment of a governing board by the participating counties; and

WHEREAS, Act 20 was signed into law on October 26, 2007, making the provisions related to Family Care effective the day following publication;

NOW, THEREFORE, BE IT RESOLVED BY THE Iowa County Board of Supervisors, that:

1. This document is intended to serve as the enabling resolution required under s. 46.2895(1) to form a Long-Term Care District.
2. Iowa County declares that a need exists for a Long-Term Care District to provide long-term care services to older persons and adults with physical and developmental disabilities in this region through an MCO. The formation of the Long-Term Care District and the Governing Board is contingent upon receiving written assurance from the State that the fiscal impact to Iowa County is consistent with the 22 percent BCA calculation set forth in this resolution and that the State commits sufficient resources to adequately fund the operations of the Long-Term Care District MCO.
3. The purpose of the Long-Term Care District is to operate an MCO under s. 46.284 to provide the Family Care benefit.

4. The Long-Term Care District Governing Board shall be comprised of 15 voting members, of which four members would represent the target populations served by the MCO; three members would serve as at-large representatives who are residents of one of the counties forming the Long-Term Care District with medical or business expertise helpful to the MCO; and one member who would be appointed by each of the participating counties. The member representing Iowa County shall be appointed consistent with County policy concerning appointments to committees. The initial consumer representatives shall be: Betty Broadbent, David Wyttenbach, Raymond Schmitz and Elizabeth Irwin and the initial at-large representatives shall be: Karen Thomas, Philomena Poole and Carla Cady.

The Long-Term Care District Governing Board shall have the ability to exercise the powers granted herein and by statute only upon the appointment of all members as provided herein.

The total number of Board members will be reduced by the number of counties that do not approve this resolution, and such counties may not appoint a representative to the Board or otherwise participate in the MCO's operations. Except for county-specific appointees, no proposed member may serve in a voting capacity until appointed by each participating county according to the county's appointment process and as otherwise directed under s. 46.2895(3)(a).

5. The members of the Long-Term Care District board shall serve three-year terms. Of the members first appointed, three shall be appointed initially for one year; six shall be appointed initially for two years, and six shall be appointed initially for three years. The initial terms for each original member shall be outlined in the by-laws of the District and such initial terms shall be communicated to the participating counties.
6. The Human Services, Social Services and/or Unified Board of Iowa County is hereby authorized to enter into a contractual relationship with the MCO for the provision of services related to the MCO's operations consistent with the Governing Board's by-laws and the MCO's contract with the State.
7. Recognizing that Act 20 provides that the initial annual contribution of a county offering the Family Care program for the first time shall be no more than the amount that county spent on long-term care services for the Family Care target populations in 2006 and if that amount exceeds 22 percent of a county's BCA, the amount shall be decreased to 22 percent of BCA over a five-year period, Iowa County hereby affirms its commitment to the operation of the MCO and provision of Family Care consistent with Act 20. Any savings generated as a result of the operation of Family Care in Iowa County shall be dedicated to the provision of human services.
8. A copy of this resolution will be sent to the Secretaries of the state Departments of Administration, Health and Family Services and Revenue as required under s. 46.2895(1)(a)2.

**By-Laws of the Board of Directors
for the
Southwest Family Care Alliance**

The following are by-laws of the Southwest Family Care Alliance (“Alliance”), a Wisconsin nonstock corporation, created by resolutions duly adopted by Crawford County, Grant County, Green County, Iowa County, Juneau County, Lafayette County, Richland County and Sauk County pursuant to Wis. Stats. § 46.2895 and incorporated under Wis. Stats. Chap. 181.

**ARTICLE I
Statement of Values**

Mission:

The Southwest Family Care Alliance will implement and operate a public long-term care system for all eligible consumers that builds upon community and family support to enhance quality of life and personal outcomes.

Guiding Principles:

The Southwest Family Care Alliance is committed to service designed to support consumers’ independence while embracing the following RESPECT guiding principles while also valuing member and community involvement in all levels of the Alliance.

Relationships – Participants are supported to maintain and develop friendships and family relationships, and participate in their families and communities.

Empowerment to make choices – Give people better choices about the services and supports available to meet their outcomes in the most cost effective way.

Services to meet individual need – Individuals want prompt and easy access to services tailored to their individual circumstances and outcomes.

Physical and mental health – Services are intended to help people achieve their optimal level of health and functioning.

Enhancement of participant reputation – Services maintain and enhance participants’ sense of self-worth and community recognition of their value in every way possible.

Community and family participation – Participants are supported to maintain and develop friendships and to participate in their families and communities.

Tools for independence – People are supported to achieve maximum self-sufficiency and independence.

Values Statements:

1. Southwest Family Care Alliance partners are committed to a public long-term care system for all eligible consumers that builds upon community and family support to enhance quality of life and personal outcomes.
2. As an eight county publicly operated managed care organization, the Southwest Family Care Alliance values transparency in governance and decision making.
3. The Southwest Family Care Alliance recognizes the interdependence of the partners. In order to build a sustainable partnership, all partners agree to take equal responsibility to create one system in which care management and administrative services are dependent on each other for the successful delivery of services to the citizens of each county. High quality services and financial solvency are recognized as critical to the success of this system.
4. Southwest Family Care Alliance partners agree to maintain the highest standard of excellence in the provision of outcome based, cost effective, person centered care to members. Each partner agrees to hold themselves and each other accountable to standards set by the Alliance.
5. Southwest Family Care Alliance members will support each other and the official positions of the Alliance. Members will be actively engaged in open and honest dialogue in an atmosphere of support, respect and

confidentiality when appropriate. Partners will strive for consensus in decision making. If a vote is taken, the majority opinion will be accepted by all members.

ARTICLE II Board of Directors

Section 2.01 Powers. The powers granted to the Board of Directors (“Board”) shall be exercised in accordance with the applicable provisions of Wis. Stats. Chaps. 46 and 181 provided, however, that these By-Laws shall be construed as taking precedence over any conflicting provision contained within Wis. Stats. Chap. 181 to the extent allowed by the applicable statute(s).

Section 2.02 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, copies of which are filed in the Corporation’s official records, and Wis. Stats. Chaps. 46 and 181.

ARTICLE III Administration

Section 3.01 Principal Office. The principal office of Southwest Family Care Alliance is at such location or locations within the geographical area served by the Alliance, as determined by the Board. In the event of a change of registered office and/or registered agent, the Secretary shall file the appropriate papers with the Wisconsin Department of Financial Institutions.

Section 3.02 Board Composition. The Southwest Family Care Alliance shall be governed by the Board. The Board shall initially consist of 15 members consisting of the following classifications:

(a) County Appointees. There shall be eight (8) board members representing each of the counties that participate in the Southwest Family Care Alliance. Each county represented in the Southwest Family Care Alliance shall appoint one (1) board member in a manner consistent with the particular county policy relating to appointment. The initial County Appointees shall be appointed in accordance with the county resolutions.

(b) At-Large Appointees. There shall be three (3) board members that are at-large representatives of the Southwest Family Care Alliance. Each of these board members shall be appointed by the Board of Directors, shall be residents of the geographic region Southwest Family Care Alliance serves and have medical or business expertise helpful to Alliance. The initial At-Large Appointees shall be appointed by the participating counties.

(c) Consumer Appointees. There shall be four (4) board members that are representatives of the consumers Southwest Family Care Alliance serves with two (2) of these Consumer Appointees being residents of either Sauk, Richland, Juneau or Crawford County and two (2) Consumer Appointees being residents of either Grant, Green, Iowa or Lafayette County. No two (2) Consumer Appointees shall reside in the same county. Each of these Consumer Appointees shall be appointed by the Board of Directors. The initial Consumer Appointees shall be appointed by the participating counties.

The number and composition of the Board may increase and/or decrease from time to time by amendment of these By-Laws and otherwise consistent with applicable statutes.

In addition to the Board members set forth in this Section, the Chief Executive Officer of Southwest Family Care Alliance and the Human Services Directors, Social Services Directors and/or Unified Board Directors from each of the counties participating in the Southwest Family Care Alliance shall serve in an *ex officio*, non-voting capacity.

Section 3.03 Term. Members of the Board shall serve for staggered 3 year terms. The initial term of the Board members shall be designated as one year, two years and three years in order to create a staggered system. The initial Board members shall be appointed for the following terms:

(a) County Appointees from Richland, Sauk and Green County shall serve an initial one-year term.

(b) County Appointees from Crawford, Juneau and Lafayette County shall serve an initial two-year term. One (1) At-Large Appointee shall serve an initial two-year term. Two (2) Consumer Appointees shall serve an initial two-year term.

(c) County Appointees from Grant and Iowa County shall serve an initial three-year term. Two (2) At-Large Appointees shall serve an initial three-year term. Two (2) Consumer Appointees shall serve an initial three-year term.

Thereafter, upon expiration of a County Appointee's term or any vacancy in the County Appointee's seat, the county appointing the County Appointee shall appoint a successor County Appointee and provide the Secretary of the Board with notice of the appointment at least 15 days prior to the next scheduled meeting of the Board of Directors. Upon expiration or vacancy of an At-Large Appointee or Consumer Appointee's term, the Board of Directors shall appoint a successor at the next scheduled meeting of the Board of Directors.

Section 3.04 Removal. Any Board member may be removed from office for conduct detrimental to the Board of Directors or the Southwest Family Care Alliance upon two-thirds (2/3) vote of the Board. Any Board member seeking the removal of another Board member from office shall notify the Secretary and the Secretary shall mail notice of the removal request to all members of the Board. The removal request shall be taken up as a matter of business at the next scheduled meeting of the Board, unless such meeting is less than 14 days from the date of mailing of the notice, in which case the removal request shall be taken up as a matter of business at the following meeting. In the event of a Board member's removal from office, such removal shall take effect immediately following the vote and the removed Board member shall surrender any and all materials in his/her possession relating to his/her position. The vacancy caused by the removal will be filled according to Section 2.03.

Section 3.05 Compensation. Members of the Board shall receive no compensation for the performance of their duties provided, however, that the Board may create a policy relating to the payment of a per diem and/or reimbursement of reasonable business expenses Board members may incur.

Section 3.06 Annual Meetings. The Board shall conduct an annual meeting in May of each year. At the annual meeting, the Board shall receive the audit report, elect officers and receive or elect new Board members that are replacing Board members whose terms have expired, in addition to any other business properly before the Board.

Section 3.07 Regular Meetings. Regular meetings of the Board shall be held pursuant to a schedule approved by the Board. The Board shall meet at least four times per year.

Section 3.08 Budget. Each year, the Board shall adopt an annual budget relating to the operations of Southwest Family Care Alliance.

Section 3.09 Special Meetings. Special meetings of the Board may be called by the chairman or any five (5) members of the Board.

Section 3.10 Open Meetings Law. All meetings of the Board shall be conducted in accordance with the Wisconsin Open Meetings Law, Wisconsin Statutes Chapter 19, Subchapter V.

Section 3.11 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 3.12 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 3.13 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 3.14 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 corporate powers on behalf of the Southwest Family Care Alliance as set forth in Wis. Stat. Chaps. 46 and 181. The Board shall be responsible for performing all duties of the Board as set forth in Wis. Stat. § 46.2895. Without limiting the foregoing grant of authority, the Board is specifically authorized to enter into contracts with a county or counties participating in the Alliance for the provision of services related to the Alliance. The Board shall not be authorized to enter into any contracts for the provision of care management services that are, at the time of enactment of these By-Laws, provided by the counties participating in the Southwest Family Care Alliance without first offering the contractual opportunity to the counties participating in the Southwest Family Care Alliance. The Board shall not be authorized to enter into a contract with any county participating in the Southwest Family Care Alliance that fails to include a provision allowing for the termination of such contract on more than nine (9) months notice.

Section 3.15 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 IV Officers

Section 4.01 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 the Board may from time to time prescribe. The term of any elected officer shall be two (2) years. The initial officers shall be elected by the Board at the Corporation's organizational meeting and such officers shall serve until the Corporation's annual meeting following the two (2) year anniversary of the organizational meeting.

Section 4.02 Qualifications. Officers of the Board shall be selected from among the Board members and shall be appointed by the affirmative vote of a majority 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.

Section 4.03 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, appoint all 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.

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 complete record of the proceedings of the Board, to prepare written minutes of all meetings and prepare agendas, and cause to have the minutes and agendas distributed 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 Statutes Chapter 19, Subchapter V. The Secretary shall be responsible for maintaining Southwest Family Care Alliance's corporate records.

Section 4.04 Compensation of Officers. No officer of the Board shall be compensated for the performance of services for the Board but may be paid a per diem and/or reimbursed for expenses incurred on behalf of the Board upon the same terms and conditions as required for the reimbursement of expenses of members of the Board.

Section 4.05 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 by majority vote of the entire Board and removal shall be effective immediately after an affirmative vote. An officer of the Board may resign 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.

Section 4.06 Vacancies. The Board may fill 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 V Chief Executive Officer

Section 5.01 Chief Executive Officer. The Board shall select and retain a chief executive officer, who shall act as director of the Southwest Family Care Alliance 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. The chief executive officer shall be a member of the Board of Directors serving in an *ex officio*, non-voting capacity.

Section 5.01 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 may deem appropriate. The chief executive officer shall serve at the pleasure of the Board.

ARTICLE VI Committees

Section 6.01 Board Committees. The Board may, from time to time, establish committees, and appoint members thereto, consistent with the Board's policy or as may be required by applicable statute or contract.

Section 6.02 Compensation. Members of the committees shall serve without compensation provided, however, that the Board may create a policy relating to the payment of a per diem and/or reimbursement of reasonable business expenses Board members may incur associated to attendance to committee business.

Section 6.03 Meetings. Members of the committees shall meet as often as determined by the Board and/or committee members.

Section 6.04 Open Meetings Law. All meetings of any committees established under this section shall be conducted in accordance with the Wisconsin Open Meetings Law, Wisconsin Statutes Chapter 19, Subchapter V.

ARTICLE VII Budget and Audit

Section 7.01 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 corporation.

Section 7.02 Audit. The Board shall cause an annual financial audit of the corporation's accounts and records with respect to all receipts, disbursements, other transactions and entries. A report of all audits shall be provided to the Board at the annual meeting.

Section 7.03 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 corporation.
- 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 corporation's service area shall be required to comply with Wis. Stat. § 46.2895(1)(a).
- c. Pledge of corporation assets as collateral.

ARTICLE VIII Conflict of Interest

Section 8.01 Ethics and Conflicts of Interest. The Board may adopt ethics policies governing the conduct of Board members, officers appointees, and employees in accordance with Wis. Stat. § 46.2895(3)(c) and Wis. Stat. § 19.59.

ARTICLE IX Indemnification

Section 9.01 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 of the Board, except in relation to matters as to which said person shall have been adjudged guilty of gross negligence, 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 X Amendments

Section 10.01 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.

ARTICLE XI Withdrawal of Member County and Dissolution

Section 11.01 Withdrawal. Subject to any requirements contained within Wis. Stat. § 46.2895 and the contract between the Southwest Family Care Alliance and the State of Wisconsin, any member county desiring to withdraw from the Southwest Family Care Alliance may do so only upon written notice to the Corporation at least 18 months prior to the effective date of the withdrawal 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 Southwest Family Care Alliance shall forfeit its right to any and all assets of the Southwest Family Care Alliance. Any member county withdrawing from the Southwest Family Care Alliance shall forfeit its right to appoint members to the Board of Directors and otherwise participate in the governance of the Southwest Family Care Alliance, 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 11.02 Dissolution. Subject to any requirements contained within Wis. Stat. § 46.2895 and the contract between the Southwest Family Care Alliance and the State of Wisconsin, the Southwest Family Care Alliance 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 Southwest Family Care Alliance. Once a two-thirds vote has been established and ratified, the assets and liabilities of the Southwest Family Care Alliance shall be disposed of in accordance with Wis. Stat. Chaps. 46 and 181, unless an alternative disposition is required pursuant to a contract between Southwest Family Care Alliance and the State of Wisconsin.

