



OFFICIAL NOTICE AND AGENDA

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

Thursday, February 25, 2021 at 3:00 pm
North Central Health Care - Wausau Board Room
1100 Lake View Drive, Wausau, WI 54403

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

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

Meeting number (access code): 1-408-418-9388 Access Code: 187 219 5647 Passcode: 1234

Our Mission

Langlade, Lincoln and Marathon Counties partnering together to provide compassionate and high-quality care for individuals and families with mental health, recovery and long-term care needs.

AGENDA

1. CALL TO ORDER
2. CHAIRMAN'S ANNOUNCEMENTS
3. PUBLIC COMMENT FOR MATTERS APPEARING ON THE AGENDA
(Limited to 15 Minutes)
4. PATIENT IN THE BOARD ROOM (5 Minutes)
5. ACTION: NOMINATION AND APPOINTMENT OF NCCSP BOARD MEMBER TO THE NORTH CENTAL HEATLH FOUNDATION, INC. BOARD
6. ACTION: COMMITTEE ASSIGNMENTS – Chairman Gibbs
7. CONSENT AGENDA AND MONITORING REPORTS
 - A. Board Minutes and Committee Reports
 - i. ACTION: *Motion to Approve the January 28, 2021 NCCSP Board Minutes*

- ii. FOR INFORMATION: Minutes of the January 25, 2021 and January 27, 2021 Executive Committee Meetings and Draft Minutes of the January 26 Nursing Home Operations Committee Meeting
- iii. FOR ACTION: Review and Approval of Board Policy
 - a. Capitalization of Assets
 - b. Capital Assets Management
- iv. Policy Governance Monitoring Reports
 - a. Recent State, Federal, and Accreditation Reports - None
- v. CEO Report and Board Work Plan (5 Minutes) – M. Loy
- vi. Executive Operational Reports

8. BOARD EDUCATION

- A. Update on the Skilled Nursing Industry in Wisconsin (20 Minutes) – John Sauer, CEO, Leading Age Wisconsin
- B. Program Overview – Emergency and Crisis Services (15 Minutes) – M. Loy
- C. The Board’s Role in Achieving Zero Harm and Leading a Culture of Safety (10 Minutes) – M. Loy

9. BOARD DISCUSSION AND ACTION

- A. ACTION: *Motion to Accept the Dashboards and Executive Summary* (5 Minutes) – M. Loy
- B. ACTION: *Motion to Accept the December Preliminary Financials* (5 Minutes) – J. Meschke
- C. ACTION: *Motion to Accept the January Financials* (5 Minutes) – J. Meschke
- D. ACTION: *Motion to Approve Modifications to the Medial Staff Bylaws* (5 Minutes) – M. Loy
- E. ACTION: *Motion to Approve Purchasing Policy* (10 Minutes) – D. Adzic
- F. ACTION: *Motion to Approve the Consulting Services Agreement with CliftonLarsonAllen for Skilled Nursing Market Assessment, Operational Benchmarking, and Corresponding Strategic Planning* (10 Minutes) – M. Loy

10. CONSIDERATION OF A MOTION TO MOVE INTO CLOSED SESSION

- A. Pursuant to Section 19.85(1) (c) and (f) Wis. Stats. for the purpose of considering employment and performance evaluation of any public employee over which the governmental body exercises responsibility, and preliminary consideration of specific personnel problems, which if discussed in public, would likely have a substantial adverse effect upon the reputation of any person referred to in such problems, including specific review of performance of employees and providers of service and review of procedures for providing services by Agency, to wit: *Report of Investigations related to Corporate Compliance Activities and Significant Events* – J. Peaslee

11. MOTION TO RETURN TO OPEN SESSION

12. POSSIBLE ANNOUNCEMENTS OR ACTION RESULTING FROM CLOSED SESSION

13. BOARD CALENDAR AND FUTURE AGENDA ITEMS

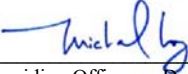
14. BOARD EXPERIENCE OPTIMIZER

15. ADJOURN

NOTICE POSTED AT: North Central Health Care

COPY OF NOTICE DISTRIBUTED TO:

Wausau Daily Herald, Antigo Daily Journal, Tomahawk Leader,
Merrill Foto News, Langlade, Lincoln & Marathon County Clerks Offices



Presiding Officer or Designee

DATE: 02/19/2021 TIME: 4:00 PM BY: D. Osowski

**NORTH CENTRAL COMMUNITY SERVICES PROGRAM
BOARD MEETING MINUTES**

January 28, 2021

3:00 p.m.

Wausau Board Room

Present via conference phone (due to Covid19) unless otherwise noted

X	Eric Anderson	X	Randy Balk	X	Chad Billeb
X	Ben Bliven	X	John Breske	X	Kurt Gibbs
X	Deb Hager	X	Lance Leonhard	X	Dave Oberbeck
X	Robin Stowe	X	Gabe Ticho	X	Pat Voermans
X	Bob Weaver	ABS	Cate Wylie		

Staff Present: Michael Loy, Dr. Rob Gouthro, Jarret Nickel, Jill Meschke, Tom Boutain, Jaime Bracken, Jennifer Peaslee

Guests: Andy Phillips, Von Briesen
Vicky, Clubhouse

Call to Order

- Meeting was called to order at 3:00 p.m. by E. Anderson.

Chairman Announcements

- Transition occurring with changes to the Board; welcome new members.

Public Comments for matters Appearing on the Agenda

- None

Patient in the Board Room

- A member of Community Corner Clubhouse (CCC) since 2009, shared how CCC has helped in her recovery.

Consideration of Executive Committee's Recommendation to Elect Kurt Gibbs as NCCSP Board Chair

- **Motion**/second, Leonhard/Hager, to elect Kurt Gibbs as NCCSP Board Chair. Motion carried.

Consideration of a Motion to Move into Closed Session

- A. **Motion** to move into Closed Session by Leonhard Pursuant to Section 19.85 (1) (c) of the Wis. Stats. for the purpose of “[c]onsidering employment, promotion, compensation or performance evaluation data of any public employee over which the governmental body has jurisdiction or exercises responsibility,” TO WIT: Oversight of CEO Michael Loy.

Pursuant to §19.85(1)(g) Wis. Stats. to confer with legal counsel for the governmental body who is rendering oral or written advice concerning strategy to be adopted by the body with respect to litigation in which it is or is likely to become involved. Second by Stowe. Roll Call vote completed, all members indicated 'Aye'. Motion carried.

Attorneys Andy Phillips and Dejan Adzic remain in closed session without objection.

Motion to Return to Open Session

- **Motion** to return to Open Session by Leonhard, second by Stowe. Motion carried. Return to open session at 4:21 p.m.

Possible Announcements or Action Resulting from Closed Session.

- **Motion** by Stowe, to proceed on the 7 steps discussed in closed session. Second by Hager. Motion carried.
- Andy Phillips left meeting 4:22 p.m.

Consent Agenda and Monitoring Reports

- **Motion**/second, Leonhard/Weaver, to approve the Consent Agenda and Monitoring Reports. Motion carried.

Board Discussion and Action

- CEO Report and Board Work Plan – Loy
 - We continue to make good progress on Covid-19 response and the vaccination process for residents and staff.
 - Received a tour of the Sober Living facility in Antigo. Goal is for occupancy by March pending delays in construction materials.
 - Conversations continue with Portage County on a partnership similar to our partnership with Lincoln County and Pine Crest. February will include meetings with key administrative staff, additional analysis, and assessment. An update will be provided to the Board in February.
 - We will no longer be proceeding with an integration with Northern Valley industries at this time but may reconsider in the future.
 - Board work plan is provided in chronological order of Board obligations and as a reference to create future agendas and actions.
- Dashboards and Executive Summary
 - **Motion**/second, Leonhard/Voermans, to accept the Dashboards and Executive Summary. Motion carried.
- Recommendation of Medical Executive Committee to reappointment of Kimberly Hoenecke, DO, Gbolahan Oyinloye, MD, and Tiffany Pluger, APNP; and amend privileges for Susan Brust, APNP
 - **Motion**/second, Voermans/Anderson, to approve the recommendations of the Medical Executive Committee as presented. Motion carried.
- Executive Reports
 - Jill Meschke, Chief Financial Officer
 - The most pressing agenda is completing the 2020 financial close.

- Dr. Rob Gouthro, Chief Medical Officer
 - Recruiting is under way for the next residency class to begin in July; working with newly hired Outpatient Clinical Director on helping to improve outpatient clinical offerings and place a stronger focus on education of staff and implementation of evidence-based treatments; groundwork is being completed for the Medically Monitored Treatment (MMT) program to reopen later this year; 2021 has brought significant coding changes which affects physician practices.
- Jarret Nickel, Operations Executive
 - Working extensively on the campus renovation project with Marathon County Facilities Maintenance, the Community Living Program and the Sober Living project in Langlade County, and with Human Resources in overcoming workforce challenges of 2020.
- Jaime Bracken, Chief Nursing Officer
 - Infection control and prevention is a main focus, revamping an orientation process checklist and competencies is underway, and providing orientation and training to new Behavioral Health Services nursing leadership team members.
- Tom Boutain, Information Services Executive
 - Replacement of our behavioral health system electronic health record (EHR) is the largest project under way, working with Cerner (one of the top two EHR's in the nation) on the roll out of the new suite of tools.
- Purchasing Policy – D. Adzic
 - D. Adzic reviewed the Purchasing Policy and its importance. This overarching policy includes the basic principles for compliance. A procedure manual will be created for staff to follow that will include additional purchasing requirements for both large and small purchases. Current parameters include the federal maximums however, the Board can reduce those, but they must be in compliance with the lower standards also.
 - Discussion of the Policy included questions about approval for budgeted vs non-budgeted items, approvals at Executive and Board levels, threshold of small vs large purchases, etc.
 - Members felt it would be beneficial to have more time to review the policy, have staff to gather additional information based on today's discussion, categorize purchases to help better define thresholds, and if possible, obtain processes from other community service programs, etc.
 - **Motion**/second, Leonhard/Balk, to postpone action on the Purchasing Policy until the February Board Meeting and for staff to provide additional information as discussed for the next meeting. Motion carried.
- Policy for Accepting Out of County Hospital Admissions
 - Discussed thoroughly at Executive Committee who recommended to not change our policy for out of county admissions to the Adult Inpatient Hospital at this time which would allow out of county admissions when census is at or below 6. An assessment will be completed again in 6 months.
 - **Motion**/second, Weaver/Voermans, that the policy for the Youth Inpatient Hospital should allow for out of county admissions when the census is at or

below 6. This would reserve 25% capacity, or 2 additional admissions for our partner counties. It is recommended that NCHC initially contract with the Human Services Center due to the alignment opportunity with the YCSU population that will be using that new program. Also, it is recommended that Portage County be an initial partner. Additional contracts could be considered if there continues to be capacity within the census. Not maintaining an average census of 6 in both programs long-term would lead to mounting operational losses. Contracts with other Counties appropriately manage the risk inherent in these admissions and would be a good source of additional revenue. Leonhard spoke with Social Services Department Director who supports moving forward with this pilot and to assess future needs relative to census. Motion carried.

- Campus Renovations and Phasing for 2021 – M. Loy
 - Provided a review of drawings for phase 3 of the renovations which is D wing and F wing. D wing is more difficult and challenging as we will need to continue to operate Crisis as renovations progress requiring a temporary move to an alternate location. We will coordinate specifics with law enforcement and work closely with Miron Construction to stay on the timeline and meet deadlines which has not been the case with the projects to date.

Board Calendar and Future Agenda Items

- Calendar is included in monthly meeting packets; other agenda items of interest can be forwarded to M. Loy or K. Gibbs.
- J. Peaslee, was introduced. As the Quality & Clinical Transformation Director, she reports to the Board and participates regularly in meetings.

Board Experience Optimizer

- Within 24 hours of the Board meeting a brief survey will be sent via email to each Board member. The Experience Optimizer is a Board governance effectiveness tool. Results are shared with the Board chair which helps in preparing and moving the Board forward.

Adjourn

- **Motion**/second, Leonhard/Anderson, to adjourn the meeting at 5:12 p.m. Motion carried.



**NORTH CENTRAL COMMUNITY SERVICES PROGRAM BOARD
EXECUTIVE COMMITTEE**

January 25, 2021

2:00 PM

NCHC – Wausau Board Room

Present: Eric Anderson Lance Leonhard
Robin Stowe Cate Wylie

Others Present: Kurt Gibbs, Michael Loy, Jarret Nickel, Dejan Adzic

Call to Order

- Meeting was called to order at 2:01 p.m.

Public Comment for Matters Appearing on the Agenda

- No public comment(s) made.

ACTION: Approval of the December 14, 2020 and December 28, 2020 Executive Committee Minutes

- **Motion**/second, Stowe/Leonhard, to approve the December 14, 2020 and December 28, 2020 Executive Committee Minutes. Motion carried.

CEO Report, Organizational Dashboard and Workplan – M. Loy

- Over 50% of staff have been vaccinated with additional clinics scheduled in the new few week; our goal is 70% by early February. We are also below 10 staff out due to Covid-related symptoms and testing.
- The Board is almost entirely new in the last 6 months; orientation for new Board Members is in progress.
- Waiting on the State for program approval (we have occupancy approval) for the 16-bed Adult Crisis Stabilization Unit (previously referred to as the CBRF) which also delays the opening of the 8-bed Youth Crisis Stabilization Unit.
- A tour of the Sober Living project in Antigo is scheduled this week; anticipate opening in March.
- Cerner go-live timeline is being reworked; it became apparent that implementing the Pharmacy module in the initial phase rather than the second phase is extremely important.
- Continue to meet with Portage County to explore a similar partnership as we have with Pine Crest. If discussions continue to move forward for a potential working partnership it will be brought to the Board for consideration.
- Dr. Thrasher will be on site to talk about a Psychiatric Emergency Department. He is the Crisis Medical Director in Milwaukee. About 90% of their medical clearance is done in house. He will look at our construction project and discuss with us about having a psychiatric emergency department on campus.
- City Pages included a nice article about MVCC construction in their senior edition.

- Sen. Felzkowski toured our Youth Behavioral Health hospital today and was impressed with our progress.
- Year-end Dashboard results were reviewed. We are pleased that quite a few areas met or exceeded target despite the pandemic. Year-end financials are not available yet. Our goal is to have the year closed out in the next two weeks.
- Board Work Plan is in chronological order for start dates as a reference to generate future agenda development and projects of Board oversight.

Overview of Hospital, Detox, Crisis, and Residential Treatment Renovations

- The next phase of the renovations is the most complex and must be accomplished while operating in the same footprint. Timelines need to be hit to make sure workflows keep the environment safe and we maintain high quality care. This phase will last for the remainder of the year. This phase also includes getting the Tower online this summer.
- Initial estimates came in higher than budget so we're working with the contractor to bring into scope.
- Priorities will be communication with partners and to stay on top of construction management to avoid delays. Project deadlines have been consistently delayed by 60-90 days. We cannot have that with this phase of the project. Corporation Counsel was asked to review contracts to incorporate potential penalties if possible when deadlines are not met.

Approval of Policy for Accepting Out of County Hospital Admissions

- Background and summary information provided in packet were reviewed.
- **Motion** by Leonard to adopt a pilot of utilizing the recommendation within the memo relative to permitting non-partnership counties to utilize the hospital for a 6-month pilot. Second by Stowe. Loy and Corporation Counsel were asked to evaluate the possibility of including a 'standby/reservation fee' to help offset overhead expenses. Motion carried.

Discussion and Possible Action on Temporary Operational Plan for the Crisis Stabilization Unit and Medically Monitored Treatment Program in 2021

- There is not enough space to operate both programs given the transitions and phasing occurring this year. Several options were discussed with the recommendation most advantageous from a revenue and operational standpoint being to maintain 16-beds for crisis stabilization and continue to plan to open the Medically Monitored Treatment (MMT) program when the first part of phasing D-wing is completed which is anticipated in quarter three.

Discussion and Possible Action on Update on Youth Crisis Stabilization Program and Future Direction

- Youth Crisis Stabilization is an 8-bed program which can open as soon as the adult crisis stabilization unit is open. The temporary spot on our campus was set up through a grant set to expire in June 2021. We are one of three pilots in Wisconsin who receive a grant which covered start-up costs and the proforma shows it will break even. We do need to maintain a stable census of 6 moving forward.

- Discussion over next 3 months is to determine if we want to commit to the program on a longer-term basis. We do not believe the State will back off on funds, but if we were to build an 8-bed stabilization unit for youth, we need to look at how to do it and what the project looks like long term.
- A more detailed plan including costs will be prepared for the Executive Committee and Board to consider.

Discussion and Potential Action on Parameters for Expanding Outpatient Services for Counseling

- Cost to each of the counties to add a counselor is about \$30,000 on a net basis. Our revenues, given our patient population, do not cover the expenses.
- Parameters for making the decision to expand outpatient counseling could include 'Access', and a look at RCA priorities, obtaining an analysis from the three counties if we were to increase capacity, what metrics will be used, a review of the potential market with need and costs for each of the counties.
- Psychiatry access has improved primarily due to the number of residents working in psychiatry. We expect continued improvement with the work of our open access clinic.
- Will prepare a framework on how we consider expanding outpatient access for each of the counties, funding, strengths and weaknesses, etc.

Update on Referral Source Survey

- We had developed a QRS code to take a photo and go to complete a short survey and handed out cards by Crisis staff. Have had a couple dozen returns with the majority very positive; want to make an effort for more feedback especially from county partners.
- Exploring possibility of creating a quick survey link embedded in our email signature for a broader view in all programs rather than just Crisis.

January Board Agenda

- No comments.

Future Agenda Items

- No comments.

Adjourn

- **Motion**/second, Leonhard/Stowe, to adjourn meeting at 3:04 p.m. Motion carried.

Minutes prepared by Debbie Osowski, Executive Assistant to CEO

**NORTH CENTRAL COMMUNITY SERVICES PROGRAM BOARD
EXECUTIVE COMMITTEE**

January 27, 2021

4:00 PM

NCHC – Wausau Board Room/Virtual

(All present via conference phone)

Present: EXC Eric Anderson X Lance Leonhard
 X Robin Stowe X Cate Wylie

Others Present: Kurt Gibbs, Michael Loy, Dejan Adzic, Andy Phillips of Von Briesen Law Firm

Call to Order

- Meeting was called to order at 4:02 p.m. by Leonhard.
- **Motion**/second, Stowe/Wylie, to appoint Leonhard to chair the meeting in the absence of E. Anderson. Motion carried.

POLICY ISSUES DISCUSSION AND POSSIBLE ACTION

- A. **Motion**/second, Stowe/Wylie, to convene in closed session, pursuant to Section 19.85(1)(c) of the Wisconsin Statutes for the purpose of “[c]onsidering employment, promotion, compensation or performance evaluation data of any public employee over which the governmental body has jurisdiction or exercises responsibility,” TO WIT: Oversight of CEO Michael Loy.

In addition, the Executive Committee may, if appropriate, consider a motion to convene in closed session under any of the topics listed above, pursuant to Wis. Stat., sec. 19.85(1)(g), “[c]onfering with legal counsel for the governmental body who is rendering oral or written advice concerning strategy to be adopted by the body with respect to litigation in which it is or is likely to become involved.” Roll call vote taken: Stowe-Yes, Wylie-Yes, Leonhard-Yes. Motion carried. Meeting convened in closed session at 4:05 p.m. Attorneys Andy Phillips and Dejan Adzic, and NCHC Board member Kurt Gibbs, remain in closed session without objection.

- B. **Motion** to return to Open Session by Stowe, second by Wylie. Motion carried. Return to open session at 4:38 p.m.
- C. Possible Announcements or Action Resulting from Closed Session.
- No action taken in closed session.

Adjourn

- **Motion** to Adjourn by Stowe, second by Wylie. Motion carried. Meeting adjourned at 4:30 p.m.

**NORTH CENTRAL COMMUNITY SERVICES PROGRAM BOARD
NURSING HOME OPERATIONS COMMITTEE**

January 26, 2021

3:00 PM

Conference Call

Present: X Kurt Gibbs X Paul Gilk X Cindy Rider
 X Pat Voermans X Bob Weaver X Cate Wylie

Staff: Michael Loy, Jarret Nickel, Jill Meschke, Zach Ziesemer, Ryan Hanson, Kristin Woller, Connie Gliniecki, Dejan Adzic, Kim Rantanen-Day

Call to Order

- Meeting was called to order at 3:00 p.m.

Public Comment for Matters Appearing on the Agenda

- None

ACTION: Approval of November 24, 2020 Nursing Home Operations Committee Minutes

- **Motion**/second, Voermans/Rider, to approve the November 24, 2020 Nursing Home Operations Committee meeting minutes. Motion carried.

Financial Report – J. Meschke

- Financial statements are not available yet for 2020 due to recent staff turnover and preparing year end financials. 2020 projections were provided. A final report will be shared when available.
- We applied for phase 3 Cares Act funding for both facilities but were denied funding for both. Cares Act funding was delegated differently this time and we did not qualify. In December we received several small Cares Act funding amounts related to admissions. Additional Cares Act funding is not anticipated at this time.
- Loy met with Sen. Felzkowski this week and talked about the upcoming biennium budget and skilled nursing facilities.

Committee Education

- Skilled Nursing Facility (SNF) Glossary of Terms Update for 2021 – J. Nickel
 - A Glossary of Terms has been updated with current skilled nursing terms and is a resource to use throughout the year.

Nursing Home Operations Reports

- Mount View Care Center Operations Report – K. Woller

Highlights included:

- Recruitment continues to be a strong focus. Few applications, fewer interviews, resulting in just one new hire since October. Pine Crest was recently approved as a CNA training site with a class beginning in February/March which we hope will help fill some CNA vacancies. The following have also impacted recruitment:
 - The number of individuals entering the health care field is decreasing considerably
 - There is competitive pressure
 - In four years starting wages for CNA's have gone from \$11 to \$17 per hour; we are around \$15
 - The CNA Registry is a recruitment tool that includes individuals who need that requirement to become a nurse, so the actual number of career CNA's is much smaller than it appears
- Just 20 of 112 referrals were admitted in December. A significant number of admissions were turned down due to units being on enhanced precautions plus downsizing in preparation for future moves due to the renovation project. A Referral Task Force was established in January to review admissions processes at both facilities in an effort to increase admissions.
- November and December there were 34 Covid positive residents, and 5 positive employees in December which was significantly lower than previous months.
- In person visits remain on hold but compassionate care visits continue. Window visits will resume February 1.
- Vaccination Update: 93% for residents and approximately 120-150 employees completed step 1 of the 2-step vaccination process at MVCC.
- Pine Crest Nursing Home Operations Report – Z. Ziesemer
 - Highlights include active recruitment continues including working with NTC to get CNA clinical classes up and running. A few staff have left to competition due to better wages. Local Assisted Living is offering \$17/hour but not with the level of benefits offered by NCHC. Employee Appreciation Committee was newly formed to help with internal retention.
 - Patient Experience scores exceeded target with laundry and dining services being an ongoing opportunity this year. Personal laundry will be brought in house which we hope will improve our scores. Dining within resident rooms due to Covid has impacted a low dining score.
 - Referrals in December totaled 41 with 12 admissions. Efforts to improve admissions include:
 - Submitting request to obtain a separate tax ID from Lincoln County which will help with insurance coverage. This will allow us to be in the Aspirus Network and would have allowed us to admit more referrals.
 - Ongoing quarterly meetings with Good Samaritan will be held for better collaboration
 - Working with marketing department to have collateral materials to distribute in the communities

- First reported resident Covid case residents occurred 10/28 and last resident testing positive was 12/11 for a total of 48 residents who tested positive.
- Virtual visitation continues with in-person visitation on hold yet.
- Vaccination clinics have gone well; close to 70 residents received vaccine and almost 70 staff with minimal side effects.

COVID Response – M. Loy

- Over 500 of 800+ employees were vaccinated with more clinics being offered. Second doses will be occurring soon.
- Over 90% of MVCC residents and over 70% of Pine Crest residents received the vaccine.
- Data from the State of WI showed under 1,000 new cases which we've not seen that low of numbers in months. Overall number of employees out ill was under 10 this week which was quite a difference from November and December.
- Thank you to our teams for weathering the storm. Feel March 1 should have most of the second round of vaccines completed and be able to resume more normal activities within a week a two after. Feel we will continue with precautions through 2nd quarter; will watch for public health guidance also.
- State legislature is discussing overturning the mask mandate if that occurs NCHC can and will continue to require to wear masks for the foreseeable future.

Update on Assessment of a Potential Regional Partnership with the Portage County Health Care Center – M. Loy

- Since 2018 we have been discussing how Lincoln, Marathon and Portage Counties can work together to lower overall costs, operate as a cohesive regional system with our acute care partners, and do what we need to advance care around higher acuity and specialty care so county nursing homes in communities can remain viable.
- Portage County has completed their assessment about their nursing home.
- Next, we will be doing a deep dive on financial risks and benefits and will bring back to the Board for discussion and consideration on whether to continue to explore a partnership.

Discussion on Scope of Updating Market Assessments and Operational Assessments for Mount View Care Center and Pine Crest – M. Loy

- Covid has had dramatic impact on overall operations i.e., bed counts are down 30% and we anticipate it will be permanent. Covid accelerated 5 to 10 year trends.
- In planning the renovations, designs were made to be able to adjust as needed. Will relook at market and staffing availability in the short-term and decide if we reduce beds even further. We will also connect with CLA to revisit all of the assumptions that were made relative to our study 4 years ago, update the financial modeling, and make recommendations to Marathon County on the size and scope of MVCC. If downsizing is necessary, we have alternative plans to use the vacated space for behavioral health services which will create new opportunities.

- Pine Crest has an excessive amount of facility space that has aged, 2 specialty units with about 50% volume, 2 vacant wings, and utility plan issues that need to be addressed. CLA and Wipfli will be updating their previous models for Pine Crest also. Will look for individualized county recommendations and strategic roll up for a regional entity to drive value of working together with identified deliverables. Anticipate bringing recommendations to the NCHC Board in February.

2020 Dashboard Review & 2021 Census Targets – J. Nickel

- 2020 MVCC vacancy rate compared to 2019 improved year over year; 11.4 vs. 14.1%
 - Turnover rate will be measured in 2021 rather than Retention
 - Nursing Home Star Rating will be a Quality Star Rating
 - Year over year no significant changes
- Pine Crest did not have 2019 Dashboard
 - Vacancy rate 9.7%
- 2021 MVCC and Pine Crest Census Targets
 - Overall 2021 census targets for MVCC is 145 with 19 Medicare Census Target; YTD MVCC is currently at 127.4 with 13.6 Medicare; making strides to improve but has been difficult with Covid; the Referral Task Force is working to improve the conversion rate
 - Overall 2021 census targets for Pine Crest is 100 with 8 Medicare Census Target; current census is at 92 but exceeding target for Medicare at 14.8; Medicare is a key target being highest payer and helps the viability long term.

Nursing Tower Construction Update – J. Nickel

- Overview of Nursing Tower construction progress provided; project completion target is July 2021

Board Policy Discussion


- Overview of Skilled Nursing Related to Objectives and Key Results – J. Nickel
 - Presentation deferred to next meeting

Future Agenda Items and Meeting Schedule

- No questions or additions

Adjourn

- **Motion**/second, Voermans/Gilk, to adjourn the meeting at 4:08 p.m. Motion carried.

Policy Title: Capitalization of Assets	 North Central Health Care <small>Person centered. Outcome focused.</small>
Policy #: 300-301	Program: Business Operations 300
Date Issued: 02/19/2021	Policy Contact: Chief Financial Officer

Related Forms

None

1. Purpose

This policy is to provide consistency in determining a capital asset or minor equipment and to assist with asset management and accountability within the organization.

2. Definitions

Capital Asset: Assets that are used in operations and meet threshold guidelines.

Capitalization: To record an item on the balance sheet and depreciate the item over its useful life rather than expensing the item when it is purchased.

Depreciate: A method of allocating the cost of an asset over its useful life.

Useful Life: Period or length of time an asset is expected to be useful for the purpose it was acquired.

Straight-Line Depreciation: A method of calculating depreciation by taking an equal amount of the asset's cost as an expense each year of the asset's useful life.

Minor Equipment: Equipment with a value of less than \$2,500 or useful life of one year or less.

3. Policy

It is the policy of North Central Health Care (NCHC) to establish guidelines that shall be used to determine the threshold of when an item is capitalized or expensed. Capital assets will be capitalized and depreciated over the life of the asset.

The threshold to capitalize depreciable assets is \$2,500 or more and having a useful life of over one year. The straight-line depreciation method will be used for depreciating assets and the American Hospitals Association guidelines are used to determine the useful life of an asset.

4. Program Specific Procedures

None

5. References

5.1. CMS:

Policy Title: Capitalization of Assets

Author(s): Jill Meschke


Next Review Date: 02/19/2022

Owner: Chief Financial Officer

Approver: NCCSP Board of Directors

5.2. Joint Commission:

5.3. Other:

Policy Title: Capital Asset Management	 North Central Health Care Person centered. Outcome focused.
Policy #: 105-xxx	Program: Administration 105
Date Issued: 02/19/2021	Policy Contact: Chief Financial Officer

Related Forms

None

1. Purpose

The purpose of the Capital Asset Management policy is to provide consistency and understanding of the funding and managing of capital assets at NCHC. The policy assures that adequate funding is available for purchasing assets within the approved time frame.

2. Definitions

Capital Asset: Assets that are used in operations and meet threshold guidelines

Moveable Equipment: Assets that are not part of the building or rolling stock

Rolling Stock: Assets including vehicles, buses, tractors, and mowers

3. Policy

It is the policy of NCHC to establish guidelines that shall be used for funding and managing capital assets. This policy provides for the funding and approval processes for capital asset requests.

4. Program Specific Procedures

4.1. NCHC maintains an account for restricted assets designated for capital purchases. This is a cash account and adequate cash will be maintained in this account to cover approved capital. Once capital is approved, funding will be available for the approved year ~~and two consecutive following years~~. If not purchased within this time frame the purchase must be resubmitted through the budget process. Any unused funds roll back into the general fund. Status of approved capital items will always be available and maintained for review.

4.2. Programs may request capital needs during the budget process. The CEO and CFO review the requests and submit them to any authorizing body as required. The recommended list of capital requests is presented to the NCHC Board of Directors with the annual budget. Upon approval by the Board of Directors, the ~~capital~~ [capital budget](#) for the following year is established.

4.3. In the event a capital item is needed that has not been budgeted, the ~~CEO will request approval from the Board of Directors for assets over of such items shall be subject to the Board's \$30,000. If the item is under \$30,000 the CEO may approve. If the item is under \$10,000 the CFO may approve.~~ [Purchasing Policy](#).

Policy Title: Capital Asset Management

Author(s): Jill Meschke

Next Review Date: ~~10/22/2021~~ 02/19/2022

Owner: Chief Financial Officer

Approver: NCCSP Board of Directors

5. References

5.1. CMS:

5.2. Joint Commission:

5.3. Other:

Policy Title: Capital Asset Management

Author(s): Jill Meschke

Next Review Date: ~~10/22/2024~~02/19/2022

Owner: Chief Financial Officer

Approver: NCCSP Board of Directors



North Central Health Care

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MEMORANDUM

DATE: February 19, 2021
TO: North Central Community Services Program Board
FROM: Michael Loy, Chief Executive Officer
RE: CEO Report

The following items are general updates and communications to support the Board on key activities and/or updates since our last meeting.

COVID-19 Response

As of 2/18/2021 we have 17 staff out with symptoms or exposures related to COVID-19, potential exposure, or vaccine reactions. There is currently 0 positive cases, 4 tests pending, and 5 employees out with vaccine reactions. Our vaccination program continues to function effectively with 553 employees having received both doses which takes us to 61% of staff. We also have 75-80 occasional staff who have received their vaccine from their primary organization that would increase our vaccination program participation rate.

Preliminary Year-End and January Financials

Finance staff continue to work with our auditors to close out our 2020 year-end preliminary financials. Our priority is accuracy over speed at this point given the turnover in the Finance and Accounting areas within the last year. We anticipate an operational loss of approximately \$3M for 2020. As of October 31, 2020, we had a year-to-date running net income of (\$388,902) which highlights the magnitude of the impact of the COVID-19 peaks in November and December. Operational expenses due to staff absences related to COVID-19 and several weeks of restricted admissions and related volume declines drove year-end performance well into January. We expect to have the 2020 year-end preliminary and January month-end financials available in an updated Board packet prior to the Board meeting.

Campus Renovations

The new 16-bed Adult Crisis Stabilization Unit is ready for occupancy but continues to be held up based on receiving the program certification approval from the State. A meeting with the State recently occurred and we expect approval within the next week. This delay has impacted the opening of the 8-bed Youth Crisis Stabilization Unit. The new Skilled Nursing Tower is moving along according to schedule with a projected completion date at the end of July. Plans for the "D" wing renovations have been approved with demolition set to begin in March. This phase of the project will take approximately 9 months and will include the adult inpatient hospital, crisis and emergency services, detox, and residential treatment programs. We are working on final cost estimates and bidding activities. We are also working to update the cash flow projections on the project with CLA.

Governor's Budget and other Legislative Updates

There are several positive proposals in the Governor's proposed budget that we will continue to track and update the Board on as they develop. The most significant provision is the proposal to increase Medicaid rates by over 11% in each year of the biennium.

Sober Living Project

Construction on the new facility in Antigo continues to progress with a targeted date to open in mid-March.

Portage County Health Care Center

There have been several meetings between NCHC and Portage County staff over the last two weeks. We have been actively developing an assessment of the potential partnership. We are targeting a presentation to the Portage County Health Care Center Committee in March and April, along with a presentation to their full County Board in April. At the same time, we are developing a proposal from CLA to provide the NCCSP Board with a recommendation on the regionalization efforts within our own needs to update our market, operational, and strategic assessments.

City-County Information Technology Service Delivery Improvements

The Marathon County Administrator, City of Wausau Mayor, and I continue to meet and make progress on a series of improvements to the CCIT services delivery model. We are looking at many elements for improvement and are on track to ideally make a number of improvements yet this year.

2021 Board Work Plan

Objective	Accountability	Start Date	Measure(s) of Success	Interim Updates	Status	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Establish Facility Use Agreements	Board	Jan-20	Signed Facility Use and/or Lease Agreements with each of the three counties	Legacy agreements remain in place. The updated base Lease Agreement for Marathon County is pending in the Corporation Counsel's Office	Open												
Prepare Local Plan	Board	Jan-20	Adopt a 3 Year Local Plan at the Annual Board Retreat	The Human Services Research Institute report completion and community engagement will continue to be on hold into 2021 due to COVID-19.	Open												
Facilitated Discussion on Diversity and Inclusion	Board	Jul-20	Adopted Diversity, Equity, and Inclusion Plan	An internal employee directed committee is being formed to develop recommendations and a plan to the Board in 2021.	Open												
Annual Review of Board Policies	Board	Jan-21	Board reviews and approves all Board Policies by December 31	Ongoing, policies are distributed across the 2021 calendar.	Open												
Approve Training Plan for Counties	Board	Jan-21	Conduct quarterly stakeholder meetings with each of the three county partners	CEO is working to setup quarterly stakeholder meetings with each of the three county partners to provide program updates and seek feedback on service needs.	Open												
CEO Appraisal	Executive Committee	Jan-21	Executive Committee reviews appraisal with CEO	Process will begin when the updated evaluation form and process is approved by the Executive Committee and provided to the CEO to start with the self-evaluation process.													
Annual Report	Board	Mar-21	Annual Report released and presentations made to County Boards														
Accept the Annual Audit	Board	Apr-21	Acceptance of the annual audit by the NCCSP Board in April	The audit process is well underway and is slated for presentation in April.	Open												
County Fund Balance Reconciliation	Board	Apr-21	Fund balance presentation and Adoption by NCCSP Board														
Determine Budget Guidelines and Priorities	Executive Committee	Apr-21	Budget guidelines and priorities of the member Counties are communicated to the Board by June 1st														
Nomination and Election of Board Officers	Board	Apr-21	The Governance Committee will send a slate of Officers to the Board to be elected at the Annual Meeting in May														
Recommend Annual Budget to Counties	Board	May-21	Budget recommendation to the Counties by October 1st														
Annual Review of Board End Statements	Board	May-21	Adoption of End Statements with any modifications by June 1st														
Selection of Independent Certified Public Accounting Firm	Executive Committee	May-21	Engagement Letter approved by Executive Committee by October 1st														
Evaluate NCCSP Board Effectiveness	Board	Aug-21	Conduct annual review of the effectiveness of Board's Policy Governance Model and provide recommendations to the Board														
Review and Approve Policy Governance Manual	Board	Aug-21	Approve Policy Governance manual at the September Board meeting														
Review and Approve Board Development and Recruitment Plan	Governance Committee	Aug-21	Board Development and Recruitment Plan reviewed and approved by the NCCSP Board														

2021 Board Work Plan

<u>Objective</u>	<u>Accountability</u>	<u>Start Date</u>	<u>Measure(s) of Success</u>	<u>Interim Updates</u>	<u>Status</u>	<u>Jan</u>	<u>Feb</u>	<u>Mar</u>	<u>Apr</u>	<u>May</u>	<u>Jun</u>	<u>Jul</u>	<u>Aug</u>	<u>Sep</u>	<u>Oct</u>	<u>Nov</u>	<u>Dec</u>
Review and Approve Performance Standards	Executive Committee	Sep-21	Adopt Annual Performance Standards														
Approve Annual Quality and Safety Plan	Board	Oct-21	Approve plan in December														
Review CEO Succession Plan	Board	Oct-21	Review and update CEO succession plan														
Review and Approve CEO Compensation Plan	Executive Committee	Nov-21	Approve CEO Compensation Plan for the upcoming year by December														
Approve Utilization Review Plan	Board	Nov-21	Approve plan in December														
Board Development Plan and Calendar	Governance Committee	Nov-21	Approve Board Development Plan and Calendar for the upcoming year at the December meeting														

MEMORANDUM

DATE: February 19th, 2020
TO: North Central Community Services Program Board
FROM: Jarret Nickel, Operations Executive
RE: Monthly Operations Report

The following items are general updates and communications to support the Board on key activities and/or updates of NCHC Operations since our last meeting:

- Campus Renovation & Improvement:** The nursing tower progresses further along each day with dry wall now occurring on all floors and furniture purchases finalizing design and layout. We are still on track for our goal of operations in the tower by Labor Day. Our BHS remodel is in a review stage and will continue to push along through Q1 with anticipated demolition starting in Q2. Our CBRF licensure is in the final stages and approval is anticipated to occur in the next 30 days allowing operations to begin in the building and our Youth Crisis Stabilization Facility to operate in the previous space of our CBRF.
- Skilled Nursing Operations:** Second round vaccinations have been completed in both of our skilled nursing facilities. We were not impacted by outbreaks for the most of January and have seen no impact yet for February. Community spread continues to reduce week over week showing a positive trend for our skilled nursing operations. Mount View Care Center started the year off of the census target and has begun working their way back with both January and February showing improvement. Pine Crest was in a similar situation but has been exceeding Medicare A census resulting in a stronger revenue to budget result. We anticipate this trend to continue throughout February and into March.
- Youth Hospital:** Census for the Youth Hospital has increased each week we have been open and for most of February we have operated at a census at or near 6 which is our budget. We are still experiencing some operational challenges due to the phasing of our construction project and have created interim plans until we are able to get to ideal state with our campus renovations. Our Youth Hospital has been in the media multiple times for the benefits it brings to our community.
- Community Living:** January is always a challenging month for day programming services with weather related closures and challenges with membership due to limited transportation options. We didn't experience a high level of closures this year due to temperature and as a result we've recovered some of our census from 2020. February has started out with multiple closures so I anticipate this will slow down the path to normal membership but by the end of Q1 we should have a better long-term picture of membership. Our residential programs are performing extremely well with strong demands and operations resulting in minimal openings and low employee turnover.

5. **Covid-19 Screening & Support:** We continue to utilize our screening processes with no physical staff operating our screenings since November 2020. Our screening technology improves each month with software updates and further staff training. We anticipate we will utilize this technology through 2021 and will complete periodic reviews for necessity and outlook. As a member of our Healthcare Emergency Response Coalition or (HERC) we report in our status of bed availability and personal protective equipment (PPE) each week. I'm pleased to say we are averaging better than most facilities on PPE and have over 30 days on hand of necessary supplies if an outbreak occurred.

6. **Workforce Status Update:** For 2021 we've changed our dashboard and removed retention rate and replaced it with turnover. Turnover is an industry standard metric and can easily be benchmarked for comparison. January is usually our highest month of turnover due to a review process of terminating any occasional employees that haven't worked for a period. Our turnover rate for January was 33.6% which is not at our target, but we anticipate February and March to positively impact this number and round out Q1 on target. We are implanting multiple action plans to address turnover starting from the hiring process to manage relationships to make sure we have the right people in our organization receiving to right leadership. Workforce will continue to be critical throughout 2021 as we aim to recover our census and revenue flow.



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MEMORANDUM

DATE: February 18, 2021
TO: North Central Community Services Program Board
FROM: Jaime Bracken, Chief Nursing officer
RE: Monthly Nursing Services Report

The following items are general updates and communications to support the Board on key activities and/or updates of Nursing Services since our last meeting:

Program Updates:

1. Infection Prevention and Control

- The team continues to offer the COVID-19 vaccination clinics. Many of our staff will receive their second dose by 2/24. To date, 512 employees have received the vaccine and we anticipate we will be at approximately 62% participation by the end of this month. We will continue to offer the vaccination series to employees and residents as we are able based on the availability of the vaccine through DHS.

2. Education Program/ Staff Development

- The nursing education team continues to orient to all the clinical units to better understand the areas of opportunities to be able to guide our work around new hire orientation, checklists, nurse competencies, and annual training programs.
- The Learning Council will be starting this month. This council is one of the key groups within our organization to help create a strong framework around how we continue to promote education as a priority in our organization. The council will support organizational goals, help to improve competencies and objectives, and achieve optimal clinical and operational standards.

3. Behavioral Health Services

- The behavioral health teams are working hard to better understand nursing operations for process improvement opportunities. Staff have been actively working on updating policy and procedures as well as nursing training and competencies. Our goal is to continue to elevate our nursing skills to ensure top-notch patient care.
- We are currently in our window for Joint Commission in the Behavioral Health areas. The team is working on employee education and preparing for the survey. The team has started conducting unit tracers which will help to identify areas of opportunity to address.

- The teams are actively preparing for the Cerner implementation. The teams are focusing on our workflows and how we transition to Cerner to ensure best practice with nursing workflows and be able to utilize Cerner to its full potential.
- Laura Philips RN has started with us in the role of the Nursing Administrative Coordinator. This role will act as a PM supervisor to support all 24/7 units for the PM shift in the absence of the managers. This position will be a resource for all areas however will provide the most support to the Behavioral Health Services. The goal of this role will help to provide real-time staff education and support the charge nurses regarding staffing concerns, admissions, diversions, and how to prepare staff to be more comfortable with the higher acuity patients.

4. Clinical Excellence and Quality

- The Senior Management Team continues to focus on how to finalize the updated Falls Program for all clinical areas. This will be completed by 3/31/21 and will be rolled out to all appropriate clinical areas in the upcoming months. Team is also focusing on other areas to continue to address adverse events such as medication errors, wounds, and facility acquired infections (UTI's and ventilator associated pneumonia).
- Survey readiness for all clinical areas is a focus for all. Mock tracers, education and policy and procedure development are some of the main areas that we are focusing on.
- Currently working on leadership mentoring within my nursing leadership structure.



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MEMORANDUM

DATE: February 2021
TO: North Central Community Services Program Board
FROM: Dr. Robert Gouthro, Chief Medical Officer
RE: CMO Report

The following items are general updates and communications to support the Board on key activities and/or updates since our last meeting:

1) **Residency & Education:**

- Residency recruitment season has completed as of Feb 10th
 - The program rank list has been submitted
 - 23 of the ~700 applicants have been ranked
 - Match day, the day all medical students learn where they will be training, is on March 18th this year.
 - We are happy to report a majority of interviewees have strong ties to central or rural Wisconsin.
- After meeting with the MCW-CW medical school, we were able to arrange placements for a majority of the MCW-CW students rotating through psychiatry in the coming academic year. This move will increase the quality of psychiatric experiences for local medical students while also increasing the quality of local applicants to the CW Psychiatry Program.
- Beginning in March, Continuing Medical Education Credit will be provided to all NCHC and community providers that attend the previously introduced monthly Faculty Development activities arranged by MCW.
- With ongoing improvements in the COVID landscape expected, the CW Psychiatry Program has begun planning for its first Graduation Ceremony. The event is expected to take place in June and will feature three graduates.

The importance of this event, and what it means for our community, cannot be understated. The MCW Rural residencies combined will be adding 4 psychiatrists to the Wisconsin supply this year. Three of which will be located in Central Wisconsin, and more importantly, two that will be employed at NCHC.

2) Patient Care and Provider Quality (Behavioral Health):

- Our Outpatient Clinical Director, Dr. Pelo, is working to establish connections with local therapy training institutions to lay foundations for in training internships. NCHC now has the resources in place to adequately train, and hopefully retain future therapy providers, while providing an increase in MH access to our patients with the addition of the educational activities.
- New groups accepting referrals and preparing to come on-line include Intensive Outpatient (IOP) and Adolescent Dialectical Behavior Therapy (DBT).
- NCHC will incorporate more group therapy programming into our service lines to assist with access and provide alternatives to individual therapy. A couple of notes on this include:
 - A residency clinic is being designed to provide intake evaluations for Community Treatment clients in need of group interventions. This clinic will provide evaluations and initial treatment planning which NCHC has not been able to provide in sufficient quantity in the recent past.
 - This will make these services available to ~600 Community Treatment patients.
 - Groups will focus on “bread and butter” diagnoses to allow for broad referral base and include evidenced base therapies such as CBT for Depression.
 - We expect these groups to go online in quarter 2.
- With the official postponement of MMT reopening two in-training therapy providers have now moved to Outpatient which will allow for further improvements in patient access.
- Building on the transition to CPI (Crisis Prevention Institute) training, a revamped Dr. Green (Psychiatric Emergency Response) Policy has been completed and the implementation of the new response approach is underway. These changes are expected to lead to more efficient, streamlined, and safe responses to such emergencies.
- All Outpatient Providers have been provided training and a manual on utilizing time-based coding for use with the 2021 E&M OP coding changes.
 - These changes were designed by CMS to provide increased parity for outpatient providers including outpatient psychiatrists.
 - They will now provide reimbursement for documentation and collateral information time which has not previously been allowed.
 - E&M coding averages are expected to increase.
 - All OP E&M codes have increased in RVU value.



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MEMORANDUM

DATE: February 16, 2021
TO: North Central Community Services Program Board
FROM: Thomas Boutain, Information Services Executive
RE: Monthly IS Report

The following items are general updates and communications to support the Board on key activities and/or updates of Information Services since our last meeting:

1. Cerner Millennium Behavioral Health Electronic Medical Record (EMR) Implementation Update:

Through its foundational EMR, Cerner's work with NCHC will help facilitate integrated care across its mental and behavioral health services including psychiatric, emergency, rehabilitation, community treatment, and more.

The high-level timeline was drafted to assist leaders and staff with planning/preparation for the targeted Cerner Millennium Go Live in January 2021. Based on checkpoint evaluations between Cerner and NCHC at numerous key project stages, and as the COVID-19 pandemic landscape evolved, orders/guidelines at various local and national levels influenced the proposed timeline.

When I last reported updates in October, I shared we were planning to host Cerner on-site for a Future State Workflow Review event. The outcome of that event proved to be extremely valuable in uncovering workflow gaps and complexities, which translated into a need for more dialog/solution-seeking than originally anticipated. The event also served as a critical juncture in identifying risks/challenges with the initially proposed pharmacy integration solution. After carefully considering the impact of these factors, a joint decision was made to adjust the timeline.

NCHC concluded that making an additional investment now and implementing PharmNet as part of the original implementation, clinical safety issues could be addressed. PharmNet improves medication ordering, verification, and administration safety measures. Implementing PharmNet will extend our timeline, which is currently under review.

• **System Build and Validation**

Data collection gathering has wrapped up for core areas and our Cerner consultants have begun to transition our conversations to system build and validation. NCHC and Cerner teams will collaborate to complete system configuration and testing/validation post training environment refresh.

- Cerner Consultants (e.g., Clinical, Core, Patient Accounting/Finance, and Registration/Scheduling) are building out our training environment and regularly seek clarification/feedback from our Information Management Systems (IMS) team to confirm understanding during this iterative process.
 - Consultants added for Transaction Services, Health Information Management, and Pharmacy (PharmNet).
 - A Project “Issue” Tracking process implemented for Cerner and NCHC to monitor progress towards resolving break/fix scenarios, identifying solutions for workflows, and/or answering feature/functionality questions recorded during the Future State Workflow event and follow-up testing.
 - An internal Super User “Kick Off” meeting held, in advance of the Future State Workflow Review event, to review the importance of the Super User role in the implementation and set the stage for expectations/involvement moving forward.
- **Super User Training**
IMS, Super Users, and department leaders will walk through all registration, scheduling, patient accounting, pharmacy, and other workflows in the system. Super Users receive training on the solution’s best practice workflows, as seen in the Future State Workflow Review event, to prepare them to lead End User training.
 - Super Users and their respective Directors completed Super User Participation Agreements to highlight the knowledge, skills, abilities, and traits needed to be a successful Super User.
 - In late January, a temporary location was secured, within Lake View Heights, for Cerner Millennium training delivery, testing, and other project-related events.
 - Cerner Consultants were onsite February 1st and 2nd to deliver Registration/Scheduling Super Training.
 - Cerner Consultants were onsite February 3rd through February 5th to deliver Outpatient Workflows Super User Training sessions.
 - Cerner Consultants are scheduled to be onsite February 16th through February 18th to deliver Inpatient Workflows Super User Training sessions.
 - Cerner Consultants are expected onsite the week of March 1st to deliver Health Information Management (HIM) and Billing/Patient Financials Super User Training sessions.
- **Integration Testing & Data Migration**
Teams will test and confirm data flows between integrated system as expected and successfully migrate applicable data from legacy system (TIER) to Cerner Millennium.
 - Demographic, Encounter, Allergy, and Medication data migrated into the Cerner Training Domain, for a small group of patients from the legacy system, for the IMS team to validate.
 - Expand to a larger data sample to further validate before moving into a full-scale data migration test.
- **End User Training**
Cerner collaborates with NCHC on the development of End User training plans. Super Users deliver End User training to staff to prepare them for using Cerner Millennium. End Users are required to receive training prior to using the system.

- **Conversion Prep & User Training**

Information Management Systems (IMS) receives User Management training to support and manage user accounts. Cerner will provide the IMS team the knowledge/tools to perform system maintenance tasks and prepare the production environment, staff, and devices for Go Live. Overall readiness assessment for Go Live event conducted.

- **Go Live**

Teams will begin using Cerner Millennium to register and schedule patients who need to receive care on or after the Go Live date and ensure all needed information is available in the new system. Once fully prepared for Go Live, all staff will begin registering, scheduling, charting, and completing all day-to-day tasks in Millennium.

- **Post Launch Health Checks**

At 30-, 60-, and 90-days post Go Live, Cerner and the NCHC team will evaluate/document End User and organizational satisfaction, gather opportunities for improvement based on feedback/usage metrics, and as needed, establish short and long-term action plans.

2. **Information Management System (IMS) Update:**

See Cerner updates for a detailed look at the information. The team has been participating in Super User Training on-site with Cerner. They are also gearing up to use an IT ticket tracking software for issue tracking, resolution, and change control.

3. **Health Information Management (HIM) Update:**

The team has been participating in Super User Training on-site with Cerner. They have also been working on reviewing our revenue cycle workflows throughout the organization. Our chart retention project expanded to all counties for the outpatient side of the world. An additional 1,858 charts were destroyed in January.

DEPARTMENT: NORTH CENTRAL HEALTH CARE								FISCAL YEAR: 2021								
PRIMARY OUTCOME GOAL	↑↓	TARGET	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	2021 YTD	2020
Vacancy Rate	↘	7-9%	5.2%												5.2%	7.8%
Turnover Rate	↘	20-23%	33.6%												33.6%	N/A
Organization Diversity Composite Index	↗	Monitoring	0.72												0.72	N/A
Patient Experience (Net Promoter Score)	↗	55-61	50.9												50.9	61.0
Hospital Readmission Rate	↘	10-12%	10.8%												10.8%	11.8%
Nursing Home Readmission Rate	↘	10-12%	10.5%												10.5%	13.5%
Nursing Home Star Rating	↗	★★★★	★★★												★★★	★★★★
Zero Harm - Patients	↘	Monitoring	0.84												0.84	0.74
Zero Harm - Employees	↘	Monitoring	2.26												2.26	2.84
Out of County Placements	↘	230-250	236												236	269
Client Diversity Composite Index	↗	Monitoring	0.31												0.31	N/A
Direct Expense/Gross Patient Revenue	↘	64-67%														72.4%
Indirect Expense/Direct Expense	↘	44-47%														39.0%
Net Income	↗	2-3%														0.4%

- ↗ Higher rates are positive
- ↘ Lower rates are positive

DASHBOARD MEASUREMENT OUTCOME DEFINITIONS AND DETAILS

PEOPLE

Vacancy Rate

Monthly calculation: total number of vacant FTE at month end divided by the total authorized FTE as of month end.
YTD calculation: Average of each monthly vacancy rate.

Turnover Rate

The monthly rate is determined by the number of separations divided by the average number of employees multiplied by 100. The YTD is the sum of the monthly percentages.

Diversity Composite Index

Monthly calculation: A weighted composite of the diversity of NCHC's workforce, management and Board, relative to the demographics of Marathon County.
YTD calculation: Weighted average of each month's Diversity Composite Index rate.

SERVICE

Patient Experience (Net Promoter Score)

Monthly calculation: A weighted average of Net Promoter Score. YTD calculation: Weighted average of each month's Net Promoter Score.

QUALITY

Hospital Readmission Rate

Percent of patients who are readmitted within 30 days of discharge from the Inpatient Behavioral Health hospital for Mental Health primary diagnosis.
Benchmark: American Health Care Association/National Center for Assistive Living (AHCA/NCAL) Quality Initiative

Nursing Home Readmission Rate

Number of residents re-hospitalized within 30 days of admission to nursing home / total admissions.
Benchmark: American Health Care Association/Centers for Medicare & Medicaid Services (AHCA/CMS)

Nursing Home Star Rating

Star rating as determined by CMS Standards for both Pine Crest and MVCC.

Zero Harm Patients

Patient Adverse Event Rate: # of actual harm events that reached patients/number of patient days x1000

Zero Harm Employee

Monthly calculation: # of OSHA reportables in the month x 200,000/payroll hours paid within the month.
YTD calculation: # of OSHA reportables YTD x 200,000/payroll hours paid YTD.

COMMUNITY

Out of County Placement

Number of involuntary days that patients spend in out of county placements who have discharged in month of report.

Diversity, Equity, and Inclusion Access Equity Gap

Identify number of consumers served and index their demographics against the demographics of service area. An access equity gap will be established based on the variability in matching the community to our service population.

FINANCE

Direct Expense/Gross Patient Revenue

Percentage of total direct expense compared to gross revenue.

Indirect Expense/Direct Revenue

Percentage of total indirect expenses compared to direct expenses.

Net Income

Net earnings after all expenses have been deducted from revenue.

2021 - Primary Dashboard Measure List

↗ Higher rates are positive
 ↘ Lower rates are positive

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg	2020
North Central Health Care	People	Vacancy Rate	↘	7-9%	5.2%	7.8%
		Turnover Rate	↘	20-23%	33.6%	N/A
		Organization Diversity Composite Index	↗	Monitoring	0.72	N/A
	Service	Patient Experience (Net Promoter Score)	↗	55-61	50.9	61.0
	Quality	Hospital Readmission Rate	↘	10-12%	10.8%	11.8%
		Nursing Home Readmission Rate	↘	10-12%	10.5%	13.5%
		Nursing Home Star Rating	↗	★★★★	★★★	★★★
		Zero Harm - Patients	↘	Monitoring	0.84	0.74
		Zero Harm - Employees	↘	Monitoring	2.26	2.84
		Community	Out of County Placements	↘	230-250	236
	Finance	Client Diversity Composite Index	↗	Monitoring	0.31	/
		Direct Expense/Gross Patient Revenue	↘	64-67%	0.0%	72.4%
		Indirect Expense/Direct Expense	↘	44-47%	0.0%	39.0%
		Net Income	↗	2-3%	0.0%	0.4%

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Adult Community Treatment	People	Vacancy Rate	↘	7-9%	6.3%
		Turnover Rate	↘	20-23%	0.0%
	Service	Patient Experience (Net Promoter Score)	↗	55-61	44.5
	Quality	Zero Harm - Patients	↘	Monitoring	0.09
		% of Treatment Plans Completed within Required Timelines	↗	96-98%	98.3% (58/59)
		Employment rate of Individual Placement and Support (IPS) Clients	↗	46-50%	41.7% (30/72)
	Community	% of Eligible CCS and CSP Clients Admitted within 60 Days of Referral	↗	60-70%	41.7% (5/12)
		Average Days from Referral to Initial Appointment	↘	55-60 days	74.1 days (13/963)
		Hospitalization Rate of Active Patients	↘	Monitoring	4.11%
	Finance	Direct Expense/Gross Patient Revenue	↘	82-85%	0.0%
		Net Income	↗	\$36,452-\$36,809 Per Month	\$0

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Adult Crisis Stabilization CBRF	People	Vacancy Rate	↘	5-7%	0.0%
		Turnover Rate	↘	20-23%	0.0%
	Service	Patient Experience (Net Promoter Score)	↗	42-47	28.6
	Quality	Zero Harm - Patients	↘	Monitoring	0.00
		% of Patients who kept their Follow-up Appointment	↗	90-95%	87.5% (7/8)
		% of Patients Admitted within 24 hours of Referral	↗	90-95%	100.0% (26/26)
	Finance	Direct Expense/Gross Patient Revenue	↘	32-35%	0.0%
		Net Income	↗	\$24,608-\$34,850 per Month	\$0

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Adult Inpatient Psychiatric Hospital	People	Vacancy Rate	↘	7-9%	7.1%
		Turnover Rate	↘	20-23%	91.2%
	Service	Patient Experience (Net Promoter Score)	↗	55-61	/
	Quality	Zero Harm - Patients	↘	Monitoring	2.61
		Hospital Readmission Rate	↘	10-12%	12.5%
		Average Days for Initial Counseling Appointment Post-Hospital Discharge	↘	8-10 days	28.1 days
		Average Days for Initial Psychiatry Appointment Post-Hospital Discharge	↘	8-10 days	17.6 days
		Average Days since previous Detox Admission	↗	330-360 days	306.5 days
		% of Detox Patients Admitted to Substance Abuse Programming Post-Discharge	↗	40-50%	0.0% (0/10)
	Community	Out of County Placements	↘	150-170	181
	Finance	Direct Expense/Gross Patient Revenue	↘	64-67%	0.0%
Net Income		↗	2-3%	\$0	

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Aquatic	People	Vacancy Rate	↘	5-7%	0.0%
		Turnover Rate	↘	20-23%	109.2%
	Service	Patient Experience (Net Promoter Score)	↗	83-87	66.7
	Quality	Zero Harm - Patients	↘	Monitoring	0.00
	Finance	Direct Expense/Gross Patient Revenue	↘	45-48%	0.0%
		Net Income	↗	\$15,533-\$15,685 Per Month	\$0

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Clubhouse	People	Vacancy Rate	↘	5-7%	0.0%
		Turnover Rate	↘	20-23%	0.0%
	Service	Patient Experience (Net Promoter Score)	↗	55-61	/
	Quality	Average Work Order Day Attendance	↗	20-25	18.0
		% of Members Working 15 or More Hours Per Month	↗	80-85%	81.0%
	Community	Active Members Per Month	↗	110-120	102
	Finance	Direct Expense/Gross Patient Revenue	↘	60-63%	0.0%
		Net Income	↗	(\$1,878)-(\$1,896) Per Month	\$0

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Crisis and Emergency Services	People	Vacancy Rate	↘	7-9%	3.4%
		Turnover Rate	↘	20-23%	0.0%
	Service	Patient Experience (Net Promoter Score)	↗	42-47	100.0
	Quality	Zero Harm - Patients	↘	Monitoring	21.51
		% of Crisis Assessments with Documented Linkage and Follow-up within 24 hours	↗	70-75%	56.6%
		Avoid Hospitalizations (NCHC and Diversions) with a length of stay of less than 72 hours	↘	5-10%	0.0%
	Community	Out of County Placements Days	↘	230-250	236
		Ratio of Voluntary to Involuntary Admissions	↗	Monitoring	2.19 to 1
		Court Liasion: % of Eligible Individuals with Commitment and Settlement Agreements who are Enrolled in CCS or CSP withn 60 days	↗	80-85%	33.3% (1/3)
	Finance	Direct Expense/Gross Patient Revenue	↘	172-175%	0.0%
Net Income		↗	(\$10,600)-(\$10,704) Per Month	\$0	

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Day Services	People	Vacancy Rate	↘	7-9%	0.0%
		Turnover Rate	↘	20-23%	0.0%
	Service	Patient Experience (Net Promoter Score)	↗	55-61	100.0
	Quality	Zero Harm - Patients	↘	Monitoring	1.20
	Finance	Direct Expense/Gross Patient Revenue	↘	98-101%	0.0%
		Net Income	↗	(\$38,300)-(\$38,676) Per Month	\$0

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Group Homes	People	Vacancy Rate	↘	7-9%	0.0%
		Turnover Rate	↘	20-23%	0.0%
	Service	Patient Experience (Net Promoter Score)	↗	55-61	100.0
	Quality	Zero Harm - Patients	↘	Monitoring	3.36
	Finance	Direct Expense/Gross Patient Revenue	↘	67-70%	0.0%
		Net Income	↗	\$35,011-\$35,354 Per Month	\$0

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Medically Monitored Treatment (MMT)	People	Vacancy Rate	↘	5-7%	0.0%
		Turnover Rate	↘	20-23%	0.0%
	Service	Patient Experience (Net Promoter Score)	↗	42-47	/
	Quality	Program Completion Rate	↗	N/A	N/A
		Compliance Rate with Discharge Plan 60 Days Post-Discharge	↗	N/A	N/A
	Community	Referral Conversion Rate	↗	/	0.0%
	Finance	Direct Expense/Gross Patient Revenue	↘	52-55%	0.0%
		Net Income	↗	\$15,108-\$15,257 per Month	0.0%

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Mount View Care Center	People	Vacancy Rate	↘	7-9%	12.4%
		Turnover Rate	↘	20-23%	69.6%
	Service	Patient Experience (Net Promoter Score)	↗	55-61	/
	Quality	Nursing Home Readmission Rate	↘	10-12%	5.9%
		Zero Harm - Residents	↘	Monitoring	3.06
		Nursing Home Quality Star Rating	↗	★★★★	★★★
	Community	Referral Conversion Rate	↗	/	0.0%
	Finance	Direct Expense/Gross Patient Revenue	↘	58-61%	0.0%
Net Income		↗	\$42,696-\$43,115 Per Month	\$0	

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Outpatient Services	People	Vacancy Rate	↘	7-9%	5.0%
		Turnover Rate	↘	20-23%	0.0%
	Service	Patient Experience (Net Promoter Score)	↗	55-61	33.3
	Quality	Zero Harm - Patients	↘	Monitoring	0.50
		Average Days for Initial Counseling Appointment Post-Hospital Discharge	↘	8-10 days	21.6 days
		Average Days for Initial Psychiatry Appointment Post-Hospital Discharge	↘	8-10 days	21.5 days
		Day Treatment Program Completion Rate	↗	40-50%	N/A
		OWI - 5 Year Recidivism Rate	↘	13-15%	16.7%
		Same Day Cancellation and No-Show Rate	↘	15-18%	14.8%
	Community	% of Patients Offered an Appointment within 4 Days of Screening by a Referral Coordinator	↗	20-25%	19.0%
		Post-Jail Release Access Rate (Within 4 Days of Release)	↗	20-25%	15.0%
		Average Number of Days from Referral to Start of Day Treatment	↘	16-20 days	N/A
		Hospitalization Rate of Active Patients	↘	Monitoring	1.22%
	Finance	Direct Expense/Gross Patient Revenue	↘	96-99%	0.0%
		Net Income	↗	(\$49,061)-(\$49,542) Per Month	\$0

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Pine Crest Nursing Home	People	Vacancy Rate	↘	7-9%	4.9%
		Turnover Rate	↘	20-23%	51.6%
	Service	Patient Experience (Net Promoter Score)	↗	55-61	6.7
	Quality	Zero Harm - Residents	↘	Monitoring	4.88
		Nursing Home Readmission Rate	↘	10-12%	14.3%
		Nursing Home Quality Star Rating	↗	★★★★	★★★
	Community	Referral Conversion Rate	↗	/	0.0%
	Finance	Direct Expense/Gross Patient Revenue	↘	59-62%	0.0%
Net Income		↗	\$10,251-\$10,351 Per Month	\$0	

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Riverview Terrace (RCAC)	People	Vacancy Rate	↘	7-9%	0.0%
		Turnover Rate	↘	20-23%	0.0%
	Service	Patient Experience (Net Promoter Score)	↗	55-61	/
	Quality	Zero Harm - Patients	↘	Monitoring	0.00
	Finance	Direct Expense/Gross Patient Revenue	↘	N/A	0.0%
		Net Income	↗	\$67-\$68 Per Month	\$0

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Supported Apartments	People	Vacancy Rate	↘	7-9%	6.8%
		Turnover Rate	↘	20-23%	0.0%
	Service	Patient Experience (Net Promoter Score)	↗	55-61	100.0
	Quality	Zero Harm - Patients	↘	Monitoring	0.00
	Finance	Direct Expense/Gross Patient Revenue	↘	35-38%	0.0%
		Net Income	↗	\$2,411-\$2,434 Per Month	\$0

Department	Domain	Outcome Measure	↕	Target Level	2021 YTD Agg
Youth Community Treatment	People	Vacancy Rate	↘	7-9%	2.6%
		Turnover Rate	↘	20-23%	50.4%
	Service	Patient Experience (Net Promoter Score)	↗	55-61	50.0
	Quality	Zero Harm - Patients	↘	Monitoring	0.09
		% of Treatment Plans Completed within Required Timelines	↗	96-98%	90.9% (20/22)
	Community	% of Eligible CCS and CSP Clients Admitted within 60 Days of Referral	↗	60-70%	62.5% (10/16)
		Average Days from Referral to Initial Appointment	↘	55-60 days	84.7 days (6/508)
		Hospitalization Rate of Active Patients	↘	Monitoring	0.26%
	Finance	Direct Expense/Gross Patient Revenue	↘	78-81%	0.0%
Net Income		↗	\$81,075-\$81,870 Per Month	\$0	

Department	Domain	Outcome Measure	↓↑	Target Level	2021 YTD Agg
Youth Crisis Stabilization Facility	People	Vacancy Rate	↓	5-7%	N/A
		Turnover Rate	↓	20-23%	N/A
	Service	Patient Experience (Net Promoter Score)	↑	42-47	N/A
	Quality	Zero Harm - Patients	↓	Monitoring	N/A
		% of Patients who kept their Follow-up Outpatient Appointment	↑	90-95%	N/A
		% of Patients Admitted within 24 hours of Referral	↑	90-95%	N/A
	Finance	Direct Expense/Gross Patient Revenue	↓	127-130%	N/A
		Net Income	↑	(\$24,838)-(\$25,081) Per Month	N/A

Department	Domain	Outcome Measure	↓↑	Target Level	2021 YTD Agg
Youth Psychiatric Hospital	People	Vacancy Rate	↓	7-9%	0.0%
		Turnover Rate	↓	20-23%	0.0%
	Service	Patient Experience (Net Promoter Score)	↑	42-47	/
	Quality	Zero Harm - Patients	↓	Monitoring	0.00
		Hospital Readmission Rate	↓	10-12%	5.3%
		Average Days for Initial Counseling Appointment Post-Hospital Discharge	↓	8-10 days	19.5 days
		Average Days for Initial Psychiatry Appointment Post-Hospital Discharge	↓	8-10 days	7.2 days
	Community	Out of County Placements	↓	50-60	55
	Finance	Direct Expense/Gross Patient Revenue	↓	63-66%	0.0%
Net Income		↑	(\$40,501)-(\$40,898) Per Month	\$0	



North Central Health Care

Person centered. Outcome focused.

Dashboard Executive Summary

February 2021

Organizational Dashboard Outcomes

People

❖ **Vacancy Rate**

The Vacancy Rate target range for 2021 is 7.0-9.0% which was the same goal as 2020. Our final 2020 average vacancy rate was 7.8% which was within the target range. For January we exceeded our vacancy target with a rate of 5.2%.

❖ **Turnover**

Turnover is a new metric for 2021, replacing retention rate. The reason for the change was to be able to benchmark our organization with industry standard metrics. Our target for 2021 is 20-23% annualized. January, we experienced a rate of 2.8% which was above target at projected annual rate of 33.6%.

❖ **Organization Diversity Composite Index**

Organization diversity composite index is a new metric for 2021 and doesn't have a target as it's a monitoring metric. We experienced an index score of 0.72 for January which is calculated as a weighted composite of the diversity of NCHC's workforce relative to the demographics of Marathon County. The index benchmarks the diversity of our workforce relative to the community where a score 1.0 would indicate that our patient population matches our community's demographic makeup. Anything below a 1.0 indicates a less diverse patient population and more than 1.0 indicates a more diverse population.

Service

❖ **Patient Experience (Net Promotor Score)**

For 2021 we are measuring patient experience using net promotor score or NPS. Net promotor score is used in the industry to measure and predict customer loyalty based on one survey question, "Likelihood to Recommend" using the following formula: Percent of those who answered, "Very Good" minus the percent of answers of "Very Poor" + "Poor" + "Fair". In this formula, those who answered "Good" are not counted and are considered passive respondents. Net promotor score is a metric that helps us understand our reputation. Those that are promoters or who answer "Very good" are more likely to return for services and recommend our services to others which increases revenue. Those that answer in the negative are considered our detractors; they are not satisfied and do not promote our services. "Good" are satisfied but not committed to our organization. Our target for 2021 is set at 55-61 which is comparable to our performance in 2020. For the month of January, due to very low survey returns across all programs, we did not meet our overall target at 50.9. All programs are working on implementing actions to improve response rate to meet or exceed our goal of at least 30 returns per month per program which will help this measure and help us in addressing drivers of NPS to improve the overall experience.

Quality

❖ Hospital Readmission Rate

The Readmission Rate is the percentage of patients who are re-hospitalized within 30 days of admission from the inpatient behavioral health hospital for patients with mental illness as primary diagnosis. January's rate was within target at 10.8%.

❖ Nursing Home Readmission Rate

The nursing home readmission rate is based on the number of residents re-hospitalized within 30 days of admission to the nursing home. The combined rate for January between the two facilities was a readmission rate of 10.5% which is within our target of 10-12% for 2021.

❖ Nursing Home Star Rating

We have a target of 4 stars for both buildings using the Nursing Home Star Rating as determined by CMS standards. The current quality star rating for MVCC and Pine Crest is 3 stars. Both facilities are meeting target for short term stays at 4 stars but under target for long term at 3 stars. Action plans are being worked on to increase our quality rating in long term care.

❖ Zero Harm – Patient

The Zero Harm rates are monitoring measures for the organization meaning that we do not set a target, instead we monitor trending data. The Patient Adverse Event Rate is calculated by the number of actual harm events that reached patients/number of patient days x 1,000. For the month of January, we had a rate of 0.84 which is currently above the 2020 YTD overall rate of 0.74. We are monitoring falls, medication errors and continuing with suicide prevention efforts as these remain the primary driver of this rate. A primary driver in 2020 was the increase in the number of suicide attempts and once again was a key driver responsible for this month's rate.

❖ Zero Harm – Employees

2020 finished with an average of 2.84 employee harm rate which is an improvement when compared to 2019 where we averaged a 3.60 harm rate. For January we've exceeded our 2020 rate at 2.26. We have developed a new employee injury and illness reporting tool in our occurrence reporting software that will continue to aide in early identification and intervention opportunities.

Community

❖ Out of County Placements

For 2021, the target for this measure is 230-250. For the month of January, we had 236 out of county placement days which is within target. The opening of the Youth Hospital is proving to positively impact this measure.

❖ Client Diversity Composite Index

The Client Diversity Composite Index is a new metric for 2021 and doesn't have a target as it's a monitoring metric. We experienced an index score of 0.31 for January which is calculated as a weighted composite of the diversity of NCHC's unique patients with at least one encounter in January. The index benchmarks the diversity of our patients relative to the community where a score 1.0 would indicate that our patient population matches our community's demographic makeup. Anything below a 1.0 indicates a less diverse patient population and more than 1.0 indicates a more diverse population. Our objective first is to improve our data collection to ensure we capture the demographic data needed. Over 10% of patients did not disclose or there was a null value indicating it wasn't collected as part of the patient demographics. We have opportunities for outreach in our Hmong and Hispanic/Latino populations.

Finance

- ❖ **Direct Expense/Gross Patient Revenue**

Year End Preliminary financials are still being compiled.

- ❖ **Indirect Expense/Direct Expense**

Year End Preliminary financials are still being compiled.

- ❖ **Net Income**

Year End Preliminary financials are still being compiled.

Program-Specific Dashboard Outcomes - items not addressed in analysis above

The following outcomes reported are measures that were not met target (red) at the program-specific level for the month. The 2021 YTD indicator may be red but if there is no narrative included in this report, that means the most recent month was back at target while the YTD is not. They do not represent all data elements monitored by a given department/program, only the targets that were not met for the month.

Behavioral Health Services Programs

❖ **Adult Community Treatment:**

- **Patient Experience:** The result for January was 44.5% with a target of 55-61%. This is the first month measuring patient experience utilizing the net promoter score. A process improvement effort will be started in February with the goal of improving this outcome measure.
- **Employment rate of Individual Placement and Support (IPS) Clients:** The employment rate in January was 41.7% with a target of 46-50%. There tends to be fluctuation with the employment rate throughout the year with new referrals, job starts, and discharge from IPS supports. We expect this number to recover into target territory shortly.
- **% Eligible CCS and CSP clients admitted within 60 days of referral:** The average for January was 41.7% with a target of 60-70%. A process improvement effort will be started in February with the goal of improving this outcome measure.
- **Average days from referral to initial appointment:** In January the average was 74.1 days with a target of 55-60 days. A process improvement effort will be started in February with the goal of improving this outcome measure.

❖ **Adult Crisis Stabilization CBRF:**

- **Patient Experience:** For January, the CBRF had a patient experience score that did not meet target, at 28.6. The CBRF operations and clinical managers will review the information to determine the reason for the low score and will develop an action plan to work toward score improvement.
- **% of patients who kept their follow up appointment:** The score for January was slightly below target, at 87.5%, however 7 out of 8 patients did keep their appointment which is a strong outcome. The team will work to identify barriers to patients not making appointments, such as transportation, timing of appointments, etc. to assist patient to take part in planning for appointments.

❖ **Adult Inpatient Psychiatric Hospital:**

- **Hospital Readmission Rate:** The readmission rate for January stabilized, at 12.5%, just over target rate of 10-12%. We see readmissions occur for a few different reasons: patients new to NCHC who need medication monitoring/case management and are within the 60-day time period this often takes to get them enrolled and assigned in CCS or CSP; existing patients going through periods of noncompliance with medications/substance use/etc. despite having Community Treatment services; patients who may have psychiatric symptoms that take longer to stabilize and were thought to be at baseline at discharge but needed additional treatment (not frequent, but with rotation of physicians, occasionally occurs). The partnering teams continue to work on improving these measures through case prioritization and improved communication measures.

- **Average days for initial counseling appointment post-hospital discharge:** This measure did not meet target, with an average of 28.1 days until outpatient therapy appointment. We will work with Patient Access and Outpatient leadership to determine what factors play into this, and make action plans for anything that can be improved on the hospital end
 - **Average days for initial psychiatry appointment post-hospital discharge:** This measure did not meet target of 8-10 days, with an average of 17.6 days until outpatient psychiatry appointment. We will work with Patient Access and Outpatient leadership to determine what factors play into this and make action plans for anything that can be improved on the hospital end.
 - **Percent of detox patients admitted to substance abuse programming post-discharge:** This measure did not meet target at 0.0%, with 0 out of 10 detox patients moving on to Substance Abuse programs post-discharge in January. All patients with AODA diagnoses were assessed for level of AODA care patients qualify for needed and most qualify for voluntary residential programs or voluntary outpatient services. Contributing to the results of this measure is that most patients decline. Adult BHS teams will work to develop creative ways to attempt to engage patients in being assessed as well as ways to encourage seeking treatment. Involuntary treatment through the Gemini program has brought new challenges recently as well, as the Winnebago Gemini program has been accepting our referred high-risk patients, and then completing their own assessment and determining the individuals either do not meet criteria for involuntary AODA treatment, or do not need it, despite extensive evidence provided to them that the individuals are high-risk. The Adult BHS team will work to connect with Winnebago on this issue.
 - **Out of county placements:** The January Out of County Placement days was over the 150-170 target, at 181 days. Extensive work has gone into working with the inpatient nursing team to accept our program scope and mission as an acute care hospital and keep patients in their home community vs. diverting many patients. Progress has been made in this area as we see fewer diverted patients. Conversations with psychiatry providers have helped improve this as well. Newly hired nursing management will only continue to assist in achieving this goal, as we work to improve the hospital team's confidence, education, and dedication to our mission.
- ❖ **Clubhouse:**
- **Patient Experience:** Clubhouse did not complete any surveys for the month of January as none were available to submit due to a delay in the order with our vendor. Clubhouse is working to increase the number of surveys distributed to their membership.
 - **Average Work Order Day Attendance:** Clubhouse saw steady and consistent attendance through the end of 2020 and into January of 2021. We had an overall average of 18 members a day attend the program all of 2020 even with COVID. For January, our average work order day attendance was 18 which is below our target of 20-25 members. We continue to provide outreach to stay connected with our members and encourage participation to increase this number.
 - **Active Members per month:** Clubhouse calculates our active membership as the total number of unduplicated members attending in a 3-month block. Our membership attendance for January was 71 members attending and is below the set target. Our 3-month average is 102 through January 2021. We had 8 referrals, 4 tours and 2 orientations in January. 15 members went to an inactive status while 7 returned. 2020 ended with an average of 74.38 members attending per month.

❖ Crisis & Emergency Services

- **% of Crisis Assessments with Documented Linkage and follow up within 24 hours:** This rate was 56.6% for January, well below the target rate. Crisis Managers will meet to develop an action plan to address consistency in follow-up call completion, keeping in mind the obstacle of the need to work with current calls and clients when the center is busy, to determine whether another role could complete follow-up calls on days the Crisis Professionals cannot.
- **Court Liaison: % of Eligible Individuals with Commitment and Settlement Agreements who are enrolled in CCS or CSP within 60 days:** This rate was 33.3% for January, well below the target of 80-85%. The inpatient social workers, court liaison, and linkage workers send referrals for case management as soon as the need is identified, usually quite early in the patient's stay, with excellent compliance. The team will assist with any barriers that they can help the CT team achieve.

❖ Medically Monitored Treatment (MMT)

- The Medically Monitored Treatment program has been suspended due to the renovations.

❖ Outpatient Services

- **Patient Experience:** The result for January was 33.3% with a target of 55-61%. There was a delay in receiving the order for additional surveys which negatively impacted the number of surveys distributed. This is the first month measuring patient experience utilizing the net promoter score. A process improvement effort will be started in February with the goal of improving this outcome measure.
- **Average Days for Initial Counseling Appointment Post-Hospital Discharge:** The result for January is 21.6 days with a target of 8-10 days. This is limited due to current caseloads and the need for additional counselors.
- **Average Days for Initial Psychiatry Appointment Post-Hospital Discharge:** The result for January is 21.5 days with a target of 8-10 days. There is a vacancy for a psychiatry provider in Lincoln and Langlade Counties, which is negatively impacting psychiatry access. The new provider begins orientation at the end of February.
- **OWI-5 Year Recidivism Rate:** The rate for January is 16.7% with a target of 13-15%. Relapse Prevention group has started, and referrals are being accepted for Intensive Outpatient group. These groups are specific to AODA and utilize and evidence-based curriculum.
- **% of Patients Offered an Appointment within 4 Days of Screening by a Referral Coordinator:** The result for January is 19.0% with a target of 20-25%. To improve therapy access we are increasing group offerings to begin in the second quarter of 2021. By providing services through groups the access to individual therapy appointments will improve.
- **Post-Jail Release Access Rate (Within 4 Days of Release):** The result for January is 15.0% with a target of 20-25%. To improve therapy access we are increasing group offerings to begin in the second quarter of 2021. By providing services through groups the access to individual therapy appointments will improve.

❖ **Youth Community Treatment:**

- **Patient Experience:** The result for January was 50.0% with a target of 55-61%. This is the first month measuring patient experience utilizing the net promoter score. A process improvement effort will be started in February with the goal of improving this outcome measure.
- **% of Treatment Plans Completed within Required Timelines:** The January result is 90.9% with a target of 96-98%. This equates to two treatment plans out of 20 total treatment plans being completed outside the timeframe. This is due to human error and will continue to be monitored closely to ensure compliance.
- **Average Days from Referral to Initial Appointment:** In January the average was 84.7 days with a target of 55-60 days. A process improvement effort will be started in February with the goal of improving this outcome measure.

❖ **Youth Crisis Stabilization Facility:**

- Opening of this facility is pending approval and site visit from DHS.

❖ **Youth Psychiatric Hospital:**

- **Patient Experience:** There have been no responses to the Patient Experience Survey so far in 2021. As a result of this, we have reviewed how surveys are introduced and provided to parents of youth patients. Surveys were previously provided as part of the discharge packet given to families. To increase response, our Social Worker is now handing the survey to parents when they come to pick up their discharging child. They are asked to complete it while waiting for the child and given the choice of sealing it in the provided envelope and sending it back independently or leaving it with us to send.
- **Average Days for Initial Counseling Appointment Post-Hospital Discharge:** Target of 8-10 days was not achieved and the average length from discharge to initial completed appointment was 19.5 days. Earliest available appointments with the patient's preferred provider are often weeks out and availability of resources varies between counties. An additional factor has been cancellations and no-shows. To further explore how to address this shortfall, we will begin to track the length of time from discharge to scheduled appointment to pinpoint the impact of both provider availability and family follow through.
- **Average Days for Initial Psychiatry Appointment Post-Hospital Discharge:** Target is 8-10 days and the average length for January has been 7.2 days. We will continue to monitor this measure to determine whether specific action needs to be taken. Contributing factors to meeting this target, is that our Youth Hospital Medical Director who is treating youth in inpatient has been able to follow their care in an outpatient setting. Her availability, as Youth Hospital census and total number served increase, will reduce over time may make this target more difficult to achieve.

Community Living Operations

- ❖ All Community Living Programs were within target or exceeding target for January 2021 dashboard.

Nursing Home Operations

❖ Aquatic Services

Patient Experience: Patient experience was off target for the month of January with a score of 66.7 and a target of 83-87. COVID-19 has significantly impacted patient experience in Aquatics with limited changing rooms and appointment cancellations due to community contact cases. We have seen our rates decrease for COVID-19 in the last month and anticipate this to continue which should result in our patient experience score increasing for February.

❖ MVCC

- Vacancy Rate: The month of January showed a 12.4% vacancy rate with a target range of 7-9%. Focus remains on ongoing recruitment to fill openings. Our biggest opportunity continues to be with our open CNA positions. Most recently we had several FTEs in respiratory therapy vacancies related to involuntary terminations. A search firm has been working with NCHC human resources to recruit and fill positions. Pine Crest received approval to facilitate emergency CNA course training which should also positively impact our efforts in recruitment.
- Nursing Home Quality Star Rating: Nursing Home Quality Star Rating for Mount View is a 3 Star with a target goal of 4 stars. The biggest opportunity for improvement appears to be in our long term stays and is specific to antipsychotics and activities of daily living. With COVID, we had several residents that were moving less and not leaving their rooms like they used to which triggered change in conditions. The antipsychotic is related to our large population of dementia residents and mental illness.

❖ Pine Crest

- Patient Experience: Program incurred a Net Promoter Score 6.7 on a target of 55-61. Response rate for the month was 17%. Opportunities for improvement include inability to have small group activities; delay in personal clothing come back from being washed; and a care concern for resident receiving end of life services. Resolution to these opportunities consist of reintroducing small group activities per the direction of Incident Command; completing installation of in-house washer and dryers by April; and follow-up being completed for the family having had the care concern.
- Hospital Readmission Rate: Program experienced a 14.3% rehospitalization rate for the month of January, exceeding the target of 10%-12%. Three emergency department (ED) visits were deemed avoidable. Two were outside the control of the program and were based on the (1) patient being discharged from the hospital too early and (2) the wound clinic sending resident to ED for a matter that could have been managed at the program. The third incident was addressed through internal process change. The program level rehospitalization committee continues to meet monthly.
- Nursing Home Quality Star Rating: The quality star rating decreased from a 4 to a 3 during the month of January. Program is awaiting clarification from CMS on the assessment period being used to determine this star rating as there is discrepancy as to what is being presented on the Care Compare website and a memo released by CMS in December. Preliminary review suggests the period is 2019. Despite this, performance improvement plans have been initiated to address the quality measures falling below state and national averages.



North Central Health Care

Person centered. Outcome focused.

MEMORANDUM

DATE: February 19, 2021
TO: North Central Community Service Programs (NCCSP) Board
FROM: Michael Loy, Chief Executive Officer
RE: Proposed Modifications of the Medical Staff Bylaws

Proposed modifications to the Medical Staff Bylaws, as voted on by the Medical Staff are enclosed for your review. Once conferred by the Medical Staff, the amendments shall only be effective when approved by the NCHC Board of Directors. While the Medical Staff has individual rights and responsibilities, these are afforded and delegated by the NCCSP Board. The NCCSP Board, in its ultimate authority over the quality of care and the Organized Medical Staff, does have the ability to approve, modify or not approve these proposed amendments individually and/or collectively.

The document is a detailed and lengthy document, but all substantive changes are identified through the document markup and review function. The entirety of the Bylaws document as approved last year by the Board remains the same except for the markups on the document. It is only necessary to review and consider the amendments.

The purpose of these modifications is to create a new classification of Medical Staff membership to allow for Psychiatric Residents to provide “moonlighting” night and weekend coverage services in Inpatient and Crisis. For these individuals, we would hire them as Independent Contractors. This is an excellent opportunity to provide them additional income and training, but most importantly, it provides us the opportunity to expand Psychiatric services at night and on the weekends.

If you have any questions about this process or the substance of the proposed modifications, please contact me directly.



North Central Health Care

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AMENDED AND RESTATED MEDICAL STAFF BYLAWS

Approved: April 17, 2014

Adopted: ~~January 30, 2020~~ February 25, 2021

MEDICAL STAFF BYLAWS

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**BYLAWS OF THE MEDICAL STAFF
NORTH CENTRAL HEALTH CARE
Wausau, Wisconsin**

PREAMBLE

- WHEREAS, the Medical Staff is responsible for structuring itself to provide a uniform standard of quality of patient care, treatment and services; and
- WHEREAS, it is recognized that the Medical Staff of North Central Health Care (NCHC) is responsible for the quality of the medical care in all programs and services provided, and must accept and discharge this responsibility, subject to the ultimate authority of the North Central Community Services Program (NCCSP) Board, NCHC's governing body, and that the cooperative efforts of the Medical Staff, the Chief Executive Officer (CEO) and the governing body are necessary to fulfill the organization's obligation to its patients;
- WHEREAS, the Medical Staff is responsible for: the ongoing evaluation of competency of all Practitioners who are Privileged; delineating the scope of Privileges that will be granted to Practitioners; and providing leadership in performance improvements activities related to the provision of medical care and services;
- THEREFORE, the Practitioners practicing at NCHC hereby organize themselves into an organized Medical Staff in conformity with these Bylaws.

DEFINITIONS

Advanced Practice Providers means an individual, other than a licensed Physician, Dentist, or Podiatrist who exercises independent judgment within the area of his or her competence or who is qualified to render direct or indirect medical or dental care under the supervision of, or in a collaborative agreement with, a Physician; and whose clinical care activities require that the authority to perform specified patient care services be processed through the Medical Staff channels or with involvement of Medical Staff representatives. Such Advanced Practice Providers shall include, but shall not be limited to, Advanced Practice Registered Nurses, Physician Assistants, or other legally permissible physician extenders.

APPLICATION COMPLETE means (1) all blanks on the application form are filled and necessary additional explanations and attachments are provided; (2) verification of the information is complete; that is, all information necessary to properly evaluate an applicant's qualifications has been received including reports from the National Practitioner Data Bank, the Federation of State Medical Boards, and Office of Inspector General (OIG) Exclusion List and (3) as required, responsive letters of reference and information from past hospitals and other

affiliations have been received including letters from department/program medical director or other physicians who have worked with or observed the applicant.

BOARD OF DIRECTORS or BOARD means the governing body of NCHC, and duly created committees of the Board performing duties delegated by the Board.

BYLAWS or MEDICAL STAFF BYLAWS means these Bylaws of the Medical Staff of NCHC.

Chief Executive Officer (CEO) is the individual appointed by the Board to act on its behalf in the overall management of the organization.

Chief Medical Officer (CMO) is a member of the Executive Management Team of NCHC who in collaboration with the Chief Executive Officer, provides administrative oversight to all members of the Medical Staff, including appointed Medical Directors, Clinical responsibilities are defined as those involving professional capability as a Physician such as to require the exercise of clinical judgment with respect to patient care.

COLLABORATIVE AGREEMENT means a process in which an Advanced Practice Registered Nurse is working with a Physician, in each other's presence when necessary, to deliver health care services within the scope of the Practitioner's training, education, and experience. The Advanced Practice Registered Nurse shall document this relationship in formally executed collaborative agreement.

CLINICAL PRIVILEGES or PRIVILEGES means the permission granted to a Practitioner to render specific diagnostic, therapeutic, or medical services.

DAYS refers to calendar days.

EX-OFFICIO means service as a member of a body by virtue of an Officer or position held and, unless otherwise expressly provided, means without voting rights.

FAIR HEARING PLAN means the procedure set forth in Article IX.

GOOD STANDING means the Medical Staff member is not under a suspension of his/her appointment or admitting privileges.

HOSPITAL means any licensed Inpatient Psychiatric Hospital managed by NCHC.

MALICE means the dissemination of a known falsehood or of information with a reckless disregard for whether it is true or false, or the absence of a reasonable belief that an action, statement or recommendation is warranted by the facts.

MEDICAL EXECUTIVE COMMITTEE or MEC means the CEO and Medical Staff Officers.

MEDICAL DIRECTOR means a Physician employed by, or otherwise serving NCHC, on a full or part-time basis, whose duties include responsibilities, some of

which are purely administrative in nature, some purely clinical in nature, and some both administrative and clinical in nature. Any appointed Medical Director provides guidance and leadership on the use of medicine in a healthcare organization for a specific program or service. Clinical responsibilities are defined as those involving professional capability as a Physician such as to require the exercise of clinical judgment with respect to patient care. A Medical Director devises the protocols and guidelines for the clinical staff and evaluates them while they are in use.

MEDICAL STAFF means the Medical Staff of NCHC as created pursuant to these Medical Staff Bylaws.

NCHC means North Central Health Care and its services and programs.

PATIENT means any resident, client, and/or consumer receiving services through all Programs at North Central Health Care.

PHYSICIAN means an individual who has received a Doctor of Medicine or Doctor of Osteopathy degree and is fully licensed to practice medicine in the State of Wisconsin.

PRACTITIONER means, unless otherwise expressly limited, any Physician or Advanced Practice Provider applying for or exercising clinical privileges at NCHC.

PREROGATIVES means a participatory right granted, by virtue of the staff category or otherwise, to a Practitioner exercisable subject to the conditions imposed in these Bylaws and in other NCHC and Medical Staff policies.

PROCTOR means an individual who holds active, provisional or consulting staff status within the Medical Staff of NCHC. This individual is appointed by the Medical Director. Responsibilities of the proctor are:

- 1) To coordinate in a reasonable manner with the individual to be proctored an agreed upon schedule for patient/case review.
- 2) Observe the appropriate number of specified patients/cases as delineated by the Chief Medical Officer, and fulfilling Bylaws requirements:
 - a) It is permissible that the proctor may provide first assistant services;
 - b) It is permissible that the proctor may intervene in the event of an unanticipated outcome;
 - c) It is not anticipated that the proctor provides formal educational services during a proctoring sequence, but may provide anecdotal advice/insight.
- 3) The proctor shall provide a written result to the Chief Medical Officer upon completion of the proctoring responsibility. Said report shall include: a) patient identifier; b) date of proctoring; c) general description of proctoring event; d) patient outcome; and e) recommendations/conclusions.

PROFESSIONAL REVIEW ACTIVITY shall mean any activity of NCHC with respect to an individual Practitioner (i) to determine whether an Applicant or Medical Staff Appointee may have clinical privileges at NCHC or membership on the Medical Staff; (ii) to determine the scope of conditions of such privileges or membership; or (iii) to change or modify such privileges or membership.

PROFESSIONAL REVIEW BODY shall mean as appropriate to the circumstances, the Board of Directors, MEC, any Ad Hoc Investigation Committee, any Hearing Committee, any Appellate Review Committee, the CEO and other Officers of NCHC, the President of the Medical Staff, the Chief Medical Officer, any department/program Medical Director and any other person, committee or entity having authority to make an adverse recommendation or take any adverse action with respect to or propose an action against any Applicant or Medical Staff Appointee when assisting the Board of Directors in a Professional Review Activity.

PROGRAMS means all inpatient, outpatient, residential, skilled nursing, and community-based services provided in Langlade, Lincoln and Marathon Counties.

QUORUM means those members present who are eligible to vote at any regular or special general staff meeting or any department, program, or committee meeting. Ex-officio members shall not be counted in determining the presence of a quorum.

REPRESENTATIVE means a Board and any director or committee thereof; a Chief Executive Officer or his/her designee; a Medical Staff organization and any member, Officer, department/program or committee thereof; and any individual authorized by any of the foregoing to perform specific information gathering or disseminating functions.

SPECIAL NOTICE means written notification sent by certified mail, return receipt requested.

THIRD PARTIES means both individuals and organizations providing information to any representative.

ARTICLE I: CREATION AND NAME

1.1 CREATION OF MEDICAL STAFF

There is hereby established within NCHC a Medical Staff which shall consist of all Practitioners who have been granted the right to exercise clinical privileges within NCHC's Programs. No Practitioner may admit or provide health-related services to any patients of NCHC's Programs unless he or she has been appointed by the Board of Directors, or granted partial or temporary privileges. The Board of Directors shall, in the exercise of its discretion, delegate to the Medical Staff the responsibility for providing appropriate professional care to NCHC patients. The Medical Staff shall conduct a continuing review and appraisal of the quality of professional care rendered in NCHC Programs and facilities and shall report such activities and their results to the Board of Directors.

1.2 NAME

The name of the Medical Staff shall be the "Medical Staff of North Central Health Care (NCHC)."

ARTICLE II: PURPOSES AND RESPONSIBILITIES

2.1 PURPOSES

The purposes of the Medical Staff are to:

- 2.1-1 Be the formal organizational structure through which:
 - (a) The benefits of membership on the staff may be obtained by individual Practitioners; and
 - (b) The obligations of staff membership may be fulfilled.
- 2.1-2 Serve as the primary means for accountability to the Board for the appropriateness of the professional performance and ethical conduct of Medical Staff members and to strive toward assuring that the pattern of patient care at NCHC is consistently maintained at the level of quality and efficiency achievable by the state of the healing arts and the resources locally available.
- 2.1-3 Provide a means through which the Medical Staff may participate in the organization's policy making and planning process.
- 2.1-4 Provide an educational setting that will maintain scientific standards and lead to continuous advancement in professional knowledge and skill.
- 2.1-5 Cooperate with affiliated medical schools and other educational institutions in undergraduate, graduate, and post graduate education.

2.2 RESPONSIBILITIES

The Medical Staff shall be responsible to the Board of Directors for the quality of all medical care provided to patients of NCHC and for the ethical and professional practices of members of the Medical Staff. The responsibilities of the Medical Staff, to be fulfilled through the actions of its Officers, departments, and committees include:

2.2-1 Accountability

The accounting of quality and appropriateness of patient care rendered by all Practitioners authorized to practice at NCHC through the following measures:

- (a) A credentials program, including mechanisms for appointment and reappointment, and the matching of clinical privileges to be exercised or of specified services to be performed, with the verified credentials and current demonstrated performance of the applicant Practitioner.

- (b) A continuing education program, fashioned at least in part on the needs demonstrated through the quality/utilization management program.
- (c) A utilization review program to allocate inpatient and outpatient medical and health services based upon patient specific determinations of individual medical needs.
- (d) An organizational structure that allows continual monitoring of patient care practices.
- (e) A program to assist the impaired Practitioner in accessing professional help through NCHC and that provides an appropriate monitoring system.

2.2-2 Recommendation to Board

To recommend to the Board action with respect to appointments, reappointments, staff category, departmental assignments, clinical privileges and corrective action.

2.2-3 Quality/Utilization Management

To account to the Board for the quality and efficiency of patient care rendered to patients at NCHC through regular reports and recommendations concerning the implementation, operation and results of the quality/utilization management activities.

2.2-4 Corrective Action

To initiate and pursue corrective action with respect to Practitioners, when warranted.

2.2-5 Compliance with Bylaws, Rules & Regulations

To develop, administer and seek compliance with these Bylaws, the Rules and Regulations of the Medical Staff and other patient care related NCHC policies.

2.2-6 Identification of Needs and Goals

To assist in identifying community health needs and in setting appropriate organizational goals and implementing programs to meet those needs.

2.2-7 Authority

To exercise the authority granted by these Bylaws as necessary to adequately fulfill the foregoing responsibilities.

2.3 POWERS RESERVED TO THE BOARD OF DIRECTORS

- 2.3-1 The property and business of NCHC shall be managed by a Board of Directors which shall be responsible for establishing policy, assessing the quality of patient care, appointing and evaluating the performance of the offices as well as evaluating the performance of the Medical Staff, assuring the fiscal integrity of NCHC, providing for institutional management and planning, and assuring the provision of an appropriate level of patient care in the various Programs and services of NCHC. The Board of Directors shall have and exercise full power and authority to do all things deemed necessary and expedient in the governance, management and control of the business and affairs of NCHC. All Officers, Medical Staff members, employees and agents are subject to the control, direction and removal by the Board. All Practitioners are subject to appointment, termination or modification of their Medical Staff Membership and/or clinical privileges by the Board of Directors, based on factors deemed relevant by the Board of Directors. Actions taken by the Board of Directors may, but need not, follow the procedures outlined in the Medical Staff Bylaws and related documents.
- 2.3-2 The Board of Directors may at any time after considering the recommendation of the Medical Executive Committee direct that specific procedures or clinical practices not be performed at NCHC if the Board of Directors determines that such practices or procedures are not medically acceptable, cannot be properly performed at NCHC, are inconsistent with the mission, operations or principles of NCHC, or for any other reason determines that the procedures or services should not be performed in NCHC. There shall be no appeal or hearing with regard to any decision by the Board of Directors that any practices or procedures are not permitted to be performed in NCHC.

ARTICLE III: MEDICAL STAFF MEMBERSHIP

3.1 NATURE OF MEDICAL STAFF MEMBERSHIP

Membership on the Medical Staff of NCHC shall be extended only to professionally competent Practitioners who continuously meet the qualifications, standards and requirements set forth in these Bylaws.

Appointment to and membership on the Medical Staff shall confer on the staff member only such clinical privileges and prerogatives as have been granted by the Board in accordance with these Bylaws, and shall include staff category and department.

No Practitioner shall admit or provide medical or other health related services to patients of any NCHC Program unless he/she has been appointed by the Medical Staff or has been granted temporary privileges. Medical Staff appointment shall confer a privilege in the nature of a license to exercise only such clinical privileges as are specifically granted by the Board of Directors. A Medical Staff member is neither an employee nor an independent contractor of NCHC unless such a relationship is separately and independently established. These Bylaws shall not create a contract between the Medical Staff or any individual Practitioner and NCHC.

In the event of any conflict between the language of these Medical Staff Bylaws or the Appointment and Corrective Procedures or Fair Hearing Procedure and a specific contract between NCHC and a Medical Staff Appointee, the language of the contract shall control.

3.2 BASIC QUALIFICATIONS FOR MEDICAL STAFF MEMBERSHIP

3.2-1 Basic Qualifications

Only Practitioners licensed to practice in the State of Wisconsin who meet the following requirements will be eligible for appointment and/or clinical privileges:

- (a) Document their experience, background, training, demonstrated ability, and their physical and/or mental health status, with sufficient adequacy to demonstrate to the staff and the Board that they will provide care to patients at the generally recognized professional level of quality, and utilization standards in effect at NCHC;
- (b) Are determined, on the basis of documented references, to adhere strictly to the ethics of their respective professions, to work cooperatively with others relating to patient care, and to be willing to participate in the discharge of staff responsibilities; and
- (c) Possess a current unrestricted license to practice in the

State(s) where the Practitioner currently provides care for patients with no past or present restriction(s) or adverse action(s).

- (d) Have satisfactorily completed approved postgraduate training relevant to the specialty in which the applicant is seeking to practice, as further defined on specialty-specific privilege forms.
- (e) Possess DEA certification with no record of past or present restriction(s), sanction(s), or voluntary relinquishment.
- (f) Possess appropriate professional liability insurance coverage specific to privileges requested, as applicable, without prior history of restriction or reduction of coverage.
- (g) Have no record of conviction of Medicare, Medicaid, or insurance fraud and abuse, payment of civil money penalties for the same, or exclusion from such programs.
- (h) Have no record of, conviction of, or plea of guilty or no contest to, any felony or misdemeanor related to violence, controlled substances, third-party reimbursement or the Practitioner's professional practice.
- (i) Have no record of denial, revocation, relinquishment or termination of appointment, affiliation, or clinical privileges at any healthcare facility for reasons related to professional competence or conduct.

A waiver of a criterion may infrequently be granted solely by the Board of Directors upon the recommendation of the MEC when exceptional circumstances exist. The individual requesting the waiver bears the burden of demonstrating that exceptional circumstances exist.

3.2-2 Effect of Other Affiliations

No Practitioner is entitled to membership on the staff or to the exercise of particular clinical privileges solely because he/she is licensed to practice in this or in any other state, or because he/she is a member of any professional organization, or is certified by any clinical Board or presently or formerly held staff membership or privileges at another health care facility or in another practice setting.

3.2-3 Nondiscrimination

Staff membership or particular clinical privileges shall not be granted or denied on the basis of any physical or mental condition or other criterion unrelated to the efficient delivery of patient care at the generally recognized professional level of quality in NCHC,

including, but not limited to race, creed, color, handicap, marital status, sex, national origin, ancestry, sexual orientation, gender identity, arrest record, conviction record, membership in armed forces, use or non-use of lawful products off NCHC premises.

3.2-4 Administrative and Medical Directors

All program Medical Directors must be a member of the Medical Staff, achieving his/her status by the procedure provided in accordance with Article VI. The Medical Staff membership and clinical privileges of any Medical Director shall not be contingent on his/her continued occupation of that position, unless otherwise provided in his/her employment agreement.

3.3 BASIC RESPONSIBILITIES OF INDIVIDUAL MEDICAL STAFF MEMBERS

The responsibilities of all members of the Medical Staff are to:

- 3.3-1 Provide his/her patients with care at the generally recognized professional level of quality and efficiency and utilization standards at NCHC.
- 3.3-2 Abide by the Bylaws rules, regulations, and associated policies of the Medical Staff and NCHC, Principles and Codes of Medical Ethics of the American Medical Association, the American Osteopathic Association, the American Psychiatric Association, or the American Nurses Credentialing Center, as applicable based on each member's credential.
- 3.3-3 Provide emergency medical care for any patient following accepted guidelines of his/her respective specialty society. Any individual with delineated clinical privileges may provide emergency care to any patient in a life-threatening emergency or a situation that threatens serious harm, provided that the care provided is within the scope of the individual's license.
- 3.3-4 Agree to and recognize NCHC's obligation to query and report adverse actions to the National Practitioner Data Bank as established by federal statute. Information obtained by query of the Data Bank will be used in evaluating the Practitioner's qualification for initial and/or continued membership, and if applicable, Privileges.
- 3.3-5 Provide appropriate and timely care to those patients for whom they are assigned, or to ensure that this care is provided by an appropriate level of Practitioner coverage.
- 3.3-6 Make appropriate arrangements for coverage of patients to ensure continuous care, ensuring that such arrangements are effectively communicated to NCHC, the Medical Staff, other NCHC staff and clinicians outside of NCHC as appropriate.

- 3.3-7 Maintain professional medical malpractice insurance coverage in accordance with Wisconsin regulations.
- 3.3-8 Inform the Medical Staff in a timely manner of any changes made, or formal action initiated, including pending criminal charges or convictions, that could result in a change to license, state or federal controlled substance registration, professional liability insurance coverage, and voluntary or involuntary reduction of clinical privileges at other health care institutions. Final judgments or settlements for any malpractice activity must be reported.
- 3.3-9 Work with other individuals and organizations in a cooperative, professional and civil manner and refraining from any activity that is disruptive of NCHC or Medical Staff operations.
- 3.3-10 Cooperate with and participate in performance improvement and peer review activities, whether related to self or others.
- 3.3-11 Complete in a timely fashion all medical records for the patients to whom care is provided at NCHC.
- 3.3-12 Refuse to engage in improper inducements for patient referral or any other unethical behavior, adhering to NCHC's Corporate Compliance Code of Conduct.
- 3.3-13 Exercise privileges only as specifically granted by the Board of Directors which includes refraining from practice of all or any privilege until appropriately granted as stipulated by the Medical Staff Bylaws.
- 3.3-14 Assume medical and legal responsibility for staff delegated to performing duties on behalf of the Practitioner via an employed or contracted relationship with the Practitioner.
- 3.3-15 Appropriately supervise residents and students rendering patient care under his or her authority and credentials.
- 3.3-16 Reflect NCHC's person-centered service ideals, as reflected in its Mission, Vision, and Values statements.
- 3.3-17 To ensure that all hospitalized patients are visited daily by their attending physician or by another Medical Staff member designated by the attending physician, unless otherwise exempted by other Rules and Regulations of the Medical Staff.

Compliance with the above is necessary to apply for or maintain membership, or applicable privileges, with the Medical Staff.

3.4 DURATION OF APPOINTMENT

- 3.4-1 Appointment to the staff shall be for a period of two (2) years.

3.5 PROFESSIONAL PRACTICE EVALUATION

- 3.5-1 The granting of initial clinical privileges, as well as the addition of new privileges, is subject to focused professional practice evaluation (Provisional Status).
- 3.5-2 Provisional Status automatically concludes when an appropriate Medical Staff leader concludes that competency has been verified.
- 3.5-3 Upon the conclusion of Provisional Status, each individual with clinical privileges is subject to Peer Review as described in the Medical Staff Peer Review Policy.

3.6 CONTRACT PRACTITIONERS

The appointment of any Practitioner who has a contractual relationship with NCHC, or is either an employee, partner or principal of, or in any entity that has a contractual relationship with NCHC, relating to providing services to patients at NCHC shall be governed by the terms and conditions of the contract. If at any time the contracting Practitioner's individual competence or fitness is questioned, he/she shall be entitled to due process rights otherwise provided Practitioners under Article VIII or Article IX or both. In no event shall contracting Practitioners be entitled to due process rights not afforded to non-contracted Practitioners under similar circumstances.

3.7 LEAVE OF ABSENCE

3.7-1 Leave Status

- (a) A Practitioner may request a voluntary leave of absence from the Medical Staff by submitting a written request to the MEC, which states the period of time for the leave, which may not exceed the remainder of the current appointment. A leave of absence request may be granted by the MEC, subject to such conditions or limitations as the MEC shall determine to be appropriate. During the period of a leave of absence the Practitioner's privileges and prerogatives shall not be exercised.
- (b) A leave of absence shall occur automatically when the MEC determines that a Practitioner requires treatment for impairment and such is agreed to by the Practitioner. The impaired Practitioner must agree to enroll in a long-term treatment program approved by the MEC.

3.7-2 Termination of Leave

A Practitioner on a leave of absence from the Medical Staff, which is less than six (6) months, may request to return from leave by

providing fifteen (15) days written notice to the CEO. If the leave is for six (6) months or more, sixty (60) days written notice to the CEO is required.

As provided in the above paragraph, the Practitioner may request reinstatement of his/her privileges and prerogatives by submitting a written notice to that effect to the CEO for transmittal to the MEC. The Practitioner shall submit a written summary of his/her relevant activities during the leave, if the MEC or the Board so requests. The MEC shall make a recommendation to the Board concerning the reinstatement of the Practitioner's privileges and prerogatives. Thereafter, the procedure provided in Sections 6.4-4 and 6.4-9 shall be followed.

Failure without good cause to request reinstatement or to provide a requested summary of activities as above provided before termination of the leave shall result in automatic termination of Medical Staff membership, privileges, and/or prerogatives, without right of hearing or appellate review. A request for reinstatement received from a Practitioner so terminated shall be submitted and processed in the manner specified for applications for initial appointment.

If a Practitioner is denied return from a leave of absence, it shall be considered a suspension and the right to a fair hearing shall apply.

3.8 RESIGNATION

In the event a Practitioner wishes to resign from the Medical Staff, he/she shall present in writing to the Chief Executive Officer, for transmittal to the Medical Staff President, a statement to that effect noting the date of termination. If a Practitioner leaves the community or otherwise discontinues practice and does not notify the Chief Executive Officer, an effort will be made on behalf of the MEC to reach the Practitioner by special notice to determine his/her wishes. If he/she does not respond, termination will be automatic thirty (30) days after the special notice has been sent. The Practitioner will be notified of this action with no hearing or appellate rights.

ARTICLE IV: CATEGORIES OF THE MEDICAL STAFF

The Medical Staff shall be divided into the following categories:

4.1 ACTIVE STAFF

4.1-1 Qualifications

The active staff shall consist of Practitioners who average eight (8) or more practice hours per week for a year, including on-call time, each of whom:

- (a) Meet the basic qualifications set forth in Section 3.2-1
- (b) Have completed their status as provisional staff members and have been recommended for advancement to active staff status.
- (c) Regularly admit patients to, or are otherwise regularly involved in the care of patients at NCHC.

4.1-2 Prerogatives

The prerogatives of an active staff member shall be to:

- (a) Exercise of clinical privileges as granted pursuant to Article VI.
- (b) Eligibility to hold Medical Staff office, as defined in Article X Officers.

4.1-3 Responsibilities

The responsibilities of the active staff shall include:

- (a) Meet the basic responsibilities set forth in Section 3.3.
- (b) Retain responsibility within his/her area of professional competence for the care and supervision of each patient at NCHC for whom he/she is providing services or arrange a suitable alternative for such care and supervision.
- (c) Actively participate in quality/utilization management activities required of the staff, in monitoring new appointees of his/her same profession, in discharging such other functions as may from time to time be required by the MEC.
- (d) Attend a minimum of fifty percent (75%) of scheduled Medical Staff meetings.

4.2 PROVISIONAL STAFF

4.2-1 The Provisional Medical Staff shall consist of Practitioners who, following their initial appointment, are being considered for advancement to the Active Medical Staff. The duration of Provisional Medical Staff status shall be for one (1) year from such applicant's initial appointment to the Medical Staff. During this time, the Provisional Medical Staff Appointee's performance will be monitored by the Medical Director of the Department in which such individual is assigned to determine eligibility of such Provisional Medical Staff Appointee for appointment to the Active Medical Staff. Reappointments to the Provisional Medical Staff may not exceed one (1) full Medical Staff year, at which time the failure to remove such provisional status shall be deemed a termination of his or her Medical Staff appointment. A Provisional Medical Staff member whose membership is so terminated shall have the rights accorded by the Appointment and Corrective Action Procedures to an Active Medical Staff member who has failed to be reappointed to the Active Medical Staff.

The Provisional Medical Staff shall be appointed to a specific Department and shall be eligible to serve on Medical Staff committees. They shall be ineligible to hold office in the Medical Staff and shall have no voting rights on Medical Staff matters so long as they are a Provisional Medical Staff Appointee. They shall be required to attend Medical Staff meetings.

4.2-2 Before the MEC makes recommendations on the Provisional Medical Staff Appointee's advancement to the Active Medical Staff, the MEC shall have as a minimum a written report from the appropriate Department Medical Director regarding the rendering of proper patient care. The report shall be based on adequate sampling of records, observation and consultation. The report shall contain an evaluation of both professional and ethical conduct.

4.3 COURTESY STAFF

4.3-1 Qualifications

The courtesy staff shall consist of Practitioners who:

- (a) Practice less than an average of 8 hours per week over a one-year period.
- (b) Meet the basic qualifications set forth in Section 3.2-1.

4.3-2 Prerogatives

The prerogatives of the courtesy staff member shall be to:

- (a) Serve as a member of committees, with the exception of quality review committees.
- (b) Courtesy staff members shall not be eligible to vote, except when serving as a member of a committee
- (c) Courtesy staff members shall not be eligible to hold Medical Staff office, as defined in Article XI Officers.
- (d) Exercise of clinical privileges as granted pursuant to Article VI.

4.3-3 Responsibilities

The responsibilities of the courtesy staff shall include:

- (a) Discharge the basic responsibilities specified in Section 3.3.
- (b) Retain responsibility within his/her area of professional competence for the care and the supervision of each patient at NCHC for whom he/she is providing services or arrange a suitable alternative for such care and supervision.

4.4 CONSULTING STAFF

4.4-1 Qualifications

The Consulting Staff consists of members of the Medical Staff who:

- (a) Demonstrate professional ability and expertise and provide services not otherwise available on the Active Staff.
- (b) Provide services at NCHC only at the request of active members of the Medical Staff.
- (c) Maintain membership to the active medical staff at another Hospital, unless their clinical specialty does not support an active inpatient practice and the Board makes an exception to this requirement.
- (d) At each reappointment time, provide quality data and other information to assist in an appropriate assessment of current clinical competence as set forth in NCHC policies for credentialing.

4.4-2 Prerogatives

The prerogatives of the consulting staff member shall be to:

- (a) Evaluate and treat (but not admit) patients in conjunction with active members of the Medical Staff.

- (c) Consulting staff members shall not be eligible to attend meetings of the Medical Staff and applicable committee meetings or hold Medical Staff office, as defined in Article X Officers.

4.4-3 Responsibilities

The responsibilities of the courtesy staff shall include:

- (a) Discharge the basic responsibilities specified in Section 3.3.
- (b) Retain responsibility within his/her area of professional competence for the care and the supervision of each patient at NCHC for whom he/she is providing services.

4.5 MOONLIGHTING STAFF

4.5-1 Qualifications

Moonlighting Staff shall include Physicians who are currently enrolled in and in good standing with an Accreditation Council for Graduate Medical Education (ACGME) or American Osteopathic Association (AOA) accredited residency or fellowship program and have an independent license to practice in Wisconsin. Individuals requesting appointment to the Medical Staff within this category must submit an application and meet all of the qualifications for Medical Staff Membership outlined in Section 3.2 of the Medical Staff Bylaws, except for requirements relating to residency completion and board certification.

4.5-2 Prerogatives

The prerogatives of the Moonlight Staff member shall be to:

- (a) Exercise such clinical privileges as granted and duties as required to admit, evaluate, and treat patients.
- (b) Moonlighting staff members shall not be eligible to attend meetings of the Medical Staff and applicable committee meetings or hold Medical Staff office, as defined in Article X Officers.
- (c) Cooperate in the peer review and performance improvement process.

4.5-3 Responsibilities

The responsibilities of the Moonlighting Staff shall include:

- (a) Discharge the basics responsibilities specific in Section 3.3.
- (b) Retain responsibility within his/her area of professional competence for the care and the supervision of each patient at NCHC for whom he/she is providing services.
- (c) Acquire guidance in the discharge of duties and provision of medical care from the Medical Director and provide care to NCHC's patient in conjunction with that guidance.

4.56 IN-TRAINING STAFF

4.6-1 Qualifications

In-Training Staff shall consist of all Practitioners who are in recognized training programs under the direction of the faculty of an approved residency or advanced practice provider training program and shall be eligible to participate in Medical Staff committees, conferences, seminars and teaching programs. They shall not be members of the Medical Staff, attend Medical Staff meetings, nor entitled to the rights, privileges, duties, and obligations of staff membership. In-Training Staff will function in accordance with responsibilities and expectations described in the training program's curriculum.

4.56-1 Supervision

To safeguard patient care and to enhance graduate medical education by setting standards for In-Training Staff supervision, the Medical Staff has the following supervision requirements:

- (a) Licensed Practitioners with appropriate clinical privileges must supervise In-Training staff in their patient care responsibilities.
- (b) The admitting or attending Physician-Practitioner must co-sign all orders written by residents and In-Training Staff –as applicable.
- (c) Medical Staff members may write patient care orders on patients who are cared for in part by In-Training staff.
- ~~(a)~~(d) ~~(d)~~ —The ~~Director of the Training Program~~Chief Medical Officer will annually communicate through the Medical Executive Committee, to the governing body of NCHC, a report on the performance of the residents, any identified patient safety issues, the quality of care provided by the residents and the educational needs of the residents.

4.6 DUAL CATEGORIES

A Medical Staff member may hold both an In-Training Staff and Moonlighting Staff classification at the same time. Practitioners in this situation will be subject to the respective Qualifications, Responsibilities, and Prerogatives relative to the scope of work they are performing for NCHC in each classification. A Practitioner is not permitted to use one classification over the other to waive a qualification, to gain an undue prerogative, or to usurp or obtain a responsibility not otherwise afforded. Acting outside of the scope of a defined classification could result in the loss of one or both forms of Medical Staff membership.

4.67 LIMITATION OF PREROGATIVES

The prerogatives set forth under each staff category are general in nature and may be subject to limitations by special conditions attached to a Practitioner's staff appointment recommended by the MEC, through other sections of these Bylaws, the Rules and Regulations of the staff, or by policies of NCHC.

4.78 WAIVER OF QUALIFICATIONS

Any qualifications, requirements, or limitations in this article or any other article of these Bylaws, not required by law or governmental regulations, may be waived in the discretion of the Board, in consultation with the MEC, upon determination that such waiver will serve the best interests of the patients and of NCHC.

ARTICLE V: PROCEDURES FOR APPOINTMENT AND REAPPOINTMENT

5.1 GENERAL PROCEDURE

The Medical Staff through its Officers shall investigate and consider each application for appointment and reappointment to the staff and each request for modification of staff membership status and shall adopt and transmit recommendations thereon to the Board.

5.2 APPLICATION FOR INITIAL APPOINTMENT

5.2-1 Application Form

Each application for appointment to the staff shall be in writing, and signed by the applicant. All written requests for application forms shall be acted upon promptly, and a copy of the staff Bylaws, Rules and Regulations and policies shall be furnished to each such person.

5.2-2 Content

The application form shall include such provisions as are necessary to secure information useful for evaluation of the applicant. In addition the form shall include a statement that the applicant has been furnished a copy of the Bylaws, Rules and Regulations and policies of the Medical Staff, and that he/she agrees to be bound by the terms thereof during the time the application is under consideration and, if staff appointment is granted, while a member of the staff.

5.2-3 Application Processing Fee

The Board may establish an application processing fee in consultation with the MEC.

5.2-4 Pre-Application Procedure

The Board in consultation with the MEC has developed a pre-application procedure for initial applicants. The screening process will determine if the applicant meets the Board's qualifications for Medical Staff membership, or if there are reasons apart from the qualifications for membership (e.g., inability of NCHC to accommodate a particular subspecialty) which would result in an inability to appoint the applicant. No application for appointment shall be provided to a Practitioner, nor shall an application be accepted from a proposed applicant, if NCHC CEO or Board of Directors determines based on information from a pre-application questionnaire or any other source that:

- (a) NCHC does not have the ability to provide adequate facilities or services for the applicant or the patients to be treated by the prospective applicant.
- (b) The prospective applicant has interests or activities that are inconsistent with the needs, mission, operations and plans of NCHC and the communities it serves, including any medical staff development plan.
- (c) NCHC has contracted with an individual or group to provide the clinical services sought by the prospective applicant on an exclusive basis, and the prospective applicant will not be associated with the individual or contracted group.
- (d) The prospective applicant has been excluded from participation in Medicare or Medicaid.
- (e) The prospective applicant does not meet the requirements relating to licensure and registration, professional liability insurance, board certification, or reapplication after adverse decision or resignation while under investigation or to avoid an investigation.
- (f) The prospective applicant is not a type of Practitioner approved by the Board of Directors to provide patient care services in NCHC.
- (g) The Practitioner does not have a valid unrestricted state license, or is subject to any form of counseling, monitoring, supervision, educational requirement or any other ongoing review, condition, requirement or restriction of any kind.
- (h) The Practitioner has been convicted of a felony or convicted of a misdemeanor related to the Practitioner's fitness to practice medicine.
- (i) The prospective applicant has provided materially false or misleading information on any pre-application questionnaire or in connection with any pre-application review process. No application for reappointment shall be provided to a Practitioner who is currently a member of the Medical Staff or holds clinical privileges if the Practitioner has not provided requested information or documents or not responded to requests for comments concerning peer review or quality improvement matters or the Practitioner's qualification for Medical Staff membership and privileges, provided the staff member has been notified in writing of the requested information and has had a reasonable opportunity to respond [has not responded within thirty (30) calendar days].

- (j) Any other reason that is not related to the qualifications of any potential applicant.

The applicant or prospective applicant shall be advised of the information relied on as grounds for not providing an application and the applicant or prospective applicant shall have a reasonable opportunity to submit information or evidence that the information relied on is not accurate. No individual shall be entitled to a hearing or any other procedural rights as a result of a refusal by NCHC to provide the individual an application form for initial appointment or reappointment.

5.2-5 Application Form

Once the completed pre-application form indicating that applicant meets the minimum criteria has been returned, the receipt of this pre-application form shall be logged in the office of the CEO and the requesting individual shall be sent a letter enclosing the appropriate application form, supplemental application which should be returned in a separately sealed envelope and a copy of these Medical Staff Bylaws, as well as the Appointment Procedure. If the completed pre-application form indicates that the requesting individual does not meet the minimum criteria, the individual shall be notified. The application form shall include, but not be limited to, the following:

- (a) **Qualifications.** Detailed information concerning applicant's credentials.
- (b) **Location of Practice.** The geographic location of applicant's practice.
- (c) **Requests.** Specific requests stating the appointment category and clinical privileges for which applicant wishes to be considered.
- (d) **References.** The names and current addresses of at least three active Practitioners who have had significant work experience with applicant and observed his or her professional performance in the recent past and who can provide reliable, non-confidential information as to applicant's training, clinical experience and ability, ethical character, ability to work with others and other qualifications for staff appointment.
- (e) **Institutional Affiliations.** The names and complete addresses of the chairpersons of each department of any and all hospitals or other institutions at which the applicant has worked or trained (i.e., the individuals who served as chairpersons at the time the applicant worked in the particular department).

- (f) Revocation of Privileges. Information as to whether applicant's staff appointment and/or clinical privileges have ever been terminated (whether voluntarily or involuntarily), denied, revoked, suspended, reduced or not renewed at any healthcare entity, and whether any proceeding is pending or has been instituted which, if decided adversely to applicant, would result in any of the foregoing.
- (g) Withdrawal of Application. Information as to whether applicant has ever withdrawn his or her application for appointment, reappointment or clinical privileges, or resigned from a Medical Staff before final decision by a healthcare entity's governing body.
- (h) Professional Sanctions. Information as to whether any of the following have ever been suspended, revoked or denied, restricted or terminated (whether voluntary or involuntary) and whether any proceeding is pending or has been instituted which, if decided adversely to applicant, would result in any of the following being suspended, revoked or denied restricted or terminated: (1) licensure or registration with any local, state or federal agency or body to practice his or her profession; (2) appointment or fellowship in a local, state or national professional organization; (3) any specialty board certification; or (4) applicant's narcotics registration certificate.
- (i) Professional Liability Insurance. Information documenting that applicant carries professional liability insurance coverage in an amount at least equal to the minimum amount of coverage required by NCHC for the privileges requested and information as to applicant's malpractice claims history and experience and applicant's involvement in any professional liability actions (including out-of-court settlements) during the past five years, including a consent to the release of information by his or her present and any past insurance carriers and a waiver of any privilege relating thereto.
- (j) Health Status. Information on the applicant's physical and mental health, in the manner and to the extent permitted by applicable laws and regulations.
- (k) Criminal Charges. Information as to whether the applicant has ever been named as a defendant and/or convicted in a criminal action and details about any such instances.
- (l) Citizenship. Information on the citizenship and visa status of the applicant.
- (m) Participation in Reimbursement Programs. Information regarding whether the applicant has ever been sanctioned

by, or excluded or suspended from participation in Medicare, Medicaid or any other governmental reimbursement programs.

- (n) Other Information. Such other information as the Board of Directors or MEC may require.
- (o) Pledge of Patient Care. A statement whereby applicant pledges to provide or arrange for the provision of continuous care for his or her patients if granted staff appointment and clinical privileges.
- (p) Acknowledgment. A statement that applicant has received and read the Medical Staff Bylaws, appointment procedure and the Rules and Regulations of the Medical Staff and (1) if granted staff appointment and/or clinical privileges, agrees to be bound by the terms of such documents, and (2) without regard to whether or not the application is granted, agrees to be bound by the terms thereof in all matters relating to consideration of the application.

5.3 EFFECTS OF APPLICATION

By applying for appointment to the Medical Staff, the applicant:

- 5.3-1 Signifies his/her willingness to appear for interviews in regard to his/her application.
- 5.3-2 Authorizes NCHC representatives to consult with others who have been associated with him/her and/or may have information bearing on his/her competence and qualifications.
- 5.3-3 Consents to the inspection by NCHC representatives of all records and documents that may be material to an evaluation of his/her interpersonal and professional qualifications and ability to carry out the clinical privileges he/she requests as well as of his/her ethical qualifications for staff membership.
- 5.3-4 Releases from any liability all NCHC representatives for acts performed in good faith and without malice in connection with evaluating the applicant and his/her credentials.
- 5.3-5 Releases from all liability all individuals and organizations who provide information, including otherwise privileged or confidential information to NCHC representatives in good faith and without malice concerning the applicant's ability, professional ethics, character, physical and mental health, emotional stability, and other qualifications for staff appointment and clinical privileges.
- 5.3-6 Pledges to maintain an ethical practice and provide continuous care to his/her patients.

- 5.3-7 Agrees that any lawsuit brought by the applicant against an individual or organization providing information to a NCHC representative, or against a NCHC representative shall be brought in a court, federal or state, in the state in which the defendant resides or is located.

For purposes of this Section, the term “NCHC Representative” includes the members of the Board of Directors, all Officers, employees, and agents of NCHC, and all members and Officers of the Medical Staff, its departments and committees, and any outside reviewers, who have responsibility for collecting, providing or evaluating information concerning the applicant’s credentials or making recommendations or acting on any application for Medical Staff membership or clinical privileges.

- 5.3-8 Agrees to maintain professional liability insurance providing coverage for the entire time the member has privileges at NCHC with an insurer approved by the CEO in no less than the minimum amount and in such form as may be required from time to time by the Board of Directors, or provide such other evidence of financial responsibility as the Board of Directors may approve.
- 5.3-9 Acknowledges that any material misstatement or omission on any application, or made at any time during the appointment or reappointment process, or after medical staff membership and/or clinical privileges have been granted, shall be grounds for immediate denial of the application for appointment or reappointment, or summary suspension and termination of Medical Staff membership and clinical privileges if the misstatement or omission is discovered after the Practitioner is appointed or reappointed.
- 5.3-10 Acknowledges that the failure to provide complete and accurate information in connection with any investigation concerning the Practitioner’s Medical Staff membership, or clinical privileges, shall be grounds for immediate suspension and termination of Medical Staff membership and clinical privileges.
- 5.3-11 Absolutely and unconditionally releases from any and all liability NCHC and all NCHC Representatives for all actions performed in connection with providing, obtaining or reviewing information and evaluating or making recommendations or decisions concerning the applicant and the applicant’s credentials.
- 5.3-12 Absolutely and unconditionally releases from any liability all individuals and organizations who provide information to NCHC and NCHC Representatives, including otherwise privileged or confidential information, relating to the applicant’s ability, background, conduct, professional ethics, character, physical and mental health, emotional stability, and other matters relating to the applicant’s qualifications for staff appointment and clinical privileges.

- 5.3-13 Authorizes and consents to NCHC, its Officers, agents employees Medical Staff members and its representatives providing other hospitals, medical associations, licensing boards, the National Practitioner Data Bank and other health care organizations concerned with provider performance, conduct, and the quality, appropriateness, and efficiency of patient care, with any information or opinions related to such matters which NCHC or any of its Officers, agents, employees Medical Staff members or representatives may have concerning the Practitioner, and absolutely and unconditionally releases NCHC and its Officers, agents employees, Medical Staff members and representatives from any and all liability for providing such information.
- 5.3-14 Agrees to provide, upon request by the CMO, Medical Director and/or MEC, access to and copies of the Practitioner's office charts and records relating to the treatment of patients who have been treated by the Practitioner in NCHC or any related facility if deemed necessary for the review of the Practitioner's professional activities and current clinical competence.
- 5.3-15 Agrees to immediately notify the CEO in writing of any change in the Practitioner's home or office addresses or telephone numbers so that NCHC has current addresses and telephone numbers at all times. The Practitioner further agrees that any notice delivered to the home or office address of the Practitioner which is on file in the CEO shall be conclusively deemed to have been received by the Practitioner. Any notice sent by regular mail shall be conclusively deemed to have been received on the second business day after the date the notice was mailed.
- 5.3-16 Agrees to submit any reasonable evidence of current health status which may be reasonably requested by the CMO or the MEC, and to submit to such mental or physical examination, including providing blood, urine, or other samples, as the MEC might require at any time and for any reason, including random, unannounced drug screens without cause.
- 5.3-17 Acknowledges that a practitioner who fails or refuses to provide any requested evidence of current health status, including providing blood, urine or other samples for testing for drug or alcohol use, shall be deemed to be no longer qualified for medical staff membership and clinical privilege, in which event the medical staff membership and clinical privileges shall be automatically terminated for administrative reasons and the practitioner shall not be entitled to a hearing.
- 5.3-18 Agrees that if at any time, an adverse ruling is made or action taken with respect to the practitioner's membership, staff status, and/or clinical privileges, the applicant shall be required to exhaust all

remedies afforded by these Bylaws and the Fair Hearing and Appellate Review Plan, before resorting to formal legal action.

5.3-19 Agrees to notify the CMO, MEC and CEO immediately in writing upon learning that the applicant or Practitioner:

- (1) Is the subject of a complaint or investigation by, or has been charged with misconduct by, any licensing or disciplinary authority of any state or federal agency or professional organization;
- (2) Has been charged with a misdemeanor, excluding traffic offenses, or a felony;
- (3) Has been notified that their professional liability insurance carrier intends to cancel, not renew, restrict or impose any conditions or deductibles on their professional liability insurance for any reason related to the Practitioner's clinical practices or claims history,
- (4) Has been notified of the loss of their DEA number or exclusion from the Medicaid or Medicare program, is under investigation by Medicaid or Medicare, or has been subjected to any fine, penalty or sanction by Medicare or Medicaid;
- (5) Is or has been the subject of any actual or proposed disciplinary action, including any modification of clinical privileges, restriction of clinical privileges, or placing of conditions on clinical privileges (including any form of monitoring or review), by any other hospital or health care facility or organization;
- (6) Is or has been the subject of any actual or proposed disciplinary action by any regulator, licensing or disciplinary authority or professional organization, including any form of reprimand or sanction;
- (7) Has voluntarily relinquished, agreed not to exercise, or involuntarily lost any licensure, certification, registration, medical staff membership or clinical privileges at any healthcare facility;
- (8) Has entered into a contract or agreement with any impaired physicians committee or similar entity as a result of any substance abuse or other disease or disorder; or
- (9) Has developed any mental or physical illness or sustained any injury which could have an effect on the exercise of the individual's clinical privileges.

5.4 PROCESSING THE APPLICATION

5.4-1 Applicant's Burden

The applicant shall have the burden of producing adequate information for a proper evaluation of his/her experience, background, training, demonstrated ability, and physical and mental health status, and of resolving any doubts about these or any of the other basic qualifications specified in Section 3.2-1. The application shall not be considered complete until (1) all blanks and spaces are completed on the application form; (2) verification of all information has been completed; (3) all required supporting information has been provided by the application; and (4) information from references, past hospitals and other external sources has been received.

5.4-2 Verification of Information

The applicant shall submit a completed application to the CEO or designee, who shall, within thirty (30) days, seek to collect or verify the references, licensure, and other qualification evidence submitted. The CEO shall promptly notify the applicant of any problems in obtaining the information required, and it shall then be the applicant's obligation to obtain the information. When collection and verification is accomplished the CEO or designee shall transmit the application and all supporting materials to the MEC. The MEC may also conduct an interview of the applicant.

5.4-3. MEC Action

At its next regular meeting, the MEC shall consider the application and such other relevant information available to it. The MEC shall then forward to the Board of Directors a written report and recommendations on the prescribed form as to staff appointment and, if appointment is recommended, as to staff category, and any special conditions to be attached to the appointment. The committee may also defer action on the application pursuant to Section 5.4-4(a). The MEC may defer action and request evaluation of the applicant through the Medical Staff process in instances where there is doubt about an applicant's ability to perform the requested privileges. The reasons for each recommendation shall be stated and supported by reference to the completed application and all other documentation considered by the committee, all minority views shall also be reduced to writing, supported by reasons and references, and transmitted with the majority report.

5.4-4 Effect of MEC Action

- (a) Deferral: Action by the MEC to defer the application for further consideration must be followed up within thirty (30) days with a stated recommendation from the MEC for

provisional appointment with specified clinical privileges, or for rejection for staff membership.

- (b) Favorable Recommendation: When the recommendation of the MEC is favorable to the applicant, it shall promptly be forwarded to the Board together with all supporting documentation. For the purposes of this Section 5.4-4(b) "all supporting documentation" includes the application form and its accompanying information.
- (c) Adverse Recommendation: When the recommendation of the MEC is adverse to the applicant, the CEO shall within thirty (30) days inform the Practitioner by special notice and he/she shall be entitled to the procedural rights as provided in Article VIII and in the Fair Hearing Plan. For the purpose of this Section 5.4-4(c) an "adverse recommendation" by the MEC is defined in the Fair Hearing Plan.

5.4-5 Board Action

- (a) On Favorable MEC Recommendation: The Board of Directors shall, in whole or in part, adopt or reject a favorable recommendation of the MEC or refer the recommendation back to the MEC for further consideration stating the reasons for such referral back and setting a time limit within which a subsequent recommendation shall be made. If the Board's action is adverse to the applicant as defined in the Fair Hearing Plan, the CEO shall within thirty (30) days so inform the applicant by special notice and he/she shall be entitled to the procedural rights as provided in Article IX and in the Fair Hearing Plan.
- (b) Without Benefit of MEC Recommendation: If the Board does not receive a MEC recommendation within the time period specified in Section 5.4-3, it may take action on its own initiative. If such action is favorable, it shall become effective as the final decision of the Board. If such action is adverse, as defined in the Fair Hearing Plan, the CEO shall promptly so inform the applicant by special notice and he/she shall be entitled to the procedural rights as provided in Article VIII and in the Fair Hearing Plan.
- (c) Procedural Rights: In the case of an adverse MEC recommendation pursuant to Section 5.4-4(c) or an adverse Board decision pursuant to Section 5.4-5(a) or (b), the Board shall take final action in the matter only after the applicant has exhausted or has waived his/her procedural rights as provided in Article VIII and in the Fair Hearing Plan Article IX. Action thus taken shall be the conclusive decision of the Board except that the Board may defer final determination by referring the matter back for further recommendation. Any

such referral back shall state the reasons, therefore, shall set a time limit within which a subsequent recommendation to the Board shall be made, and may include a directive that an additional hearing be conducted to clarify issues which are in doubt. After receipt of such subsequent recommendation and of new evidence in the matter, if any, the Board shall make a final decision either to appoint the applicant to the staff or to reject him/her for staff membership.

5.4-6 Conflict Resolution

Whenever the Board's proposed decision will be contrary to the MEC's recommendation, the Board shall submit the matter to a joint conference of equal numbers of Medical Staff and Board members for review and recommendation before making its final decision and giving notice of final decision required by Section 5.4-7.

5.4-7 Notice of Final Decision

- (a) Notice of the Board's final decision shall be given within thirty (30) days through the CEO, to the MEC, and to the applicant by means of Special Notice.
- (b) A decision and notice to appoint shall include:
 - (1) The staff category to which the applicant is appointed;
 - (2) The clinical privileges he/she may exercise; and
 - (3) Any special conditions attached to the appointment.

5.4-8 Reapplication after Adverse Appointment Decision

An applicant who has received a final adverse decision regarding appointment shall not be eligible to reapply to the Medical Staff for a period of one (1) year. Any such reapplication shall be processed as an initial application, and the applicant shall submit such additional information as the staff or the Board may require in demonstration that the basis for the earlier adverse action no longer exists.

5.4-9 Time Period for Processing

Applications for staff appointments shall be considered in a timely and good faith manner by all individuals and groups required by these Bylaws to act thereon and except for good cause, shall be processed within the time periods specified in this Section. The staff upon completing the information collection and verification tasks, usually within thirty (30) days after receiving the application. The MEC shall review the application and endeavor to make its recommendation to the Board at its next meeting after receiving the application. The Board or the appropriate committee thereof shall

then endeavor to take the final action on the application at its next regular meeting. The time periods specified herein are to assist those named in accomplishing their tasks and shall not be deemed to create any right for the Practitioner to have the application processed within those periods.

5.5 REAPPOINTMENT PROCESS

5.5-1 Information Form for Reappointment

The CEO or designee shall, at least 120 days prior to the expiration date of the present staff appointment of each Medical Staff member, provide such staff member with reappointment forms for use in considering his/her reappointment. Each staff member who desires reappointment shall, at least ninety (90) days prior to such expiration date, send his/her reappointment forms to the CEO or designee. Failure without good cause to so return the form shall be deemed a voluntary resignation from the staff and shall result in automatic termination of membership at the expiration of the member's current term.

5.5-2 Verification of Information

The CEO or designee shall, within thirty (30) days seek to collect or verify the additional interval information regarding the staff member's professional activities, performance and conduct at NCHC. The CEO or designee shall promptly notify the staff member of any problems in obtaining the information required. The staff member shall then have the same burden of producing adequate information and resolving doubts as provided in Section 5.4-1. When collection and verification are accomplished, the CEO or designee shall transmit the information form and supporting materials to the Chief Medical Officer..

5.5-3 MEC Action

The MEC shall review each form and all other relevant information available to it and shall, on the prescribed form, transmit to the Board its report and recommendation that appointment be either renewed, renewed with modified staff category, Department affiliation and/or clinical privileges, or terminated. The committee may also defer action. Each such report shall satisfy the requirements of Section 5.5-5. Any minority views shall also be reduced to writing and transmitted with the majority report.

5.5-4 Final Processing and Board Action

Thereafter, the procedure provided in Sections 5.4-4 through 5.4-9 shall be followed. For purposes of reappointment, the terms "applicant" and "appointments" as used in those Sections shall be read, respectively, as "staff member" and "reappointment."

5.5-5 Basis for Recommendation

Each recommendation concerning the reappointment of a staff member and the clinical privileges to be granted upon reappointment shall be based upon such member's professional ability and clinical judgment in the treatment of patients, his/her professional ethics, his/her discharge of staff obligations, his/her health status, his/her compliance with the Medical Staff Bylaws, Rules and Regulations and policies and other matters bearing on his/her ability and willingness to contribute to quality patient care at NCHC.

5.5-6 Time Periods for Processing

The time periods specified herein are to guide the acting parties in accomplishing their tasks. If a reappointment application has not been returned timely, or sufficiently complete to enable processing, or the required processing, peer review and approval has not been completed by the expiration date of the reappointment, the staff member's appointment will expire at the end of the current appointment term. No appointment to be the Medical Staff may exceed two (2) years.

5.6 REQUESTS FOR MODIFICATIONS OF TERMS OF APPOINTMENTS

5.6-1 Request Status Modification

A staff member may, either in connection with reappointment or at any other time, request modification of his/her staff category, specialty or division assignment, or clinical privileges by submitting a written application to the CEO on the prescribed form. Such application shall be processed in substantially the same manner as provided in Section 5.5 for reappointment.

5.6-2 Request New Privileges

The applicant presents in writing the described new privilege being sought. This is directed to the MEC. This application shall be accompanied by a certificate or other documents from a recognized training facility which grants AMA Category I CME credits, or credits deemed appropriate by the MEC in the absence of a recognized program.

During the performance of the requested privilege the performance is assessed in one of two methods:

- (a) By a Medical Staff member who has experience in this technique; or
- (b) By outcome assessment if no Medical Staff member has experience in this technique.

The appropriate preparation by the privilege seeking applicant will be determined by the specialty or division of which he/she is a member. Based on current literature no less than five (5) cases should be assessed before the specialty representative will sign off at the conclusion of "a" or "b". Then permanent privileges can be recommended to the MEC.

ARTICLE VI: DETERMINATION OF CLINICAL PRIVILEGES

6.1 EXERCISE OF PRIVILEGES

Every Practitioner providing direct clinical services at NCHC by virtue of Medical Staff membership or otherwise shall, in connection with such practice and except as otherwise provided in Section 6.4, be entitled to exercise only those clinical privileges or specified services specifically granted to him/her by the Board.

6.2 DELINEATION OF PRIVILEGES IN GENERAL

6.2-1 Requests

Each applicant for appointment or reappointment to the Medical Staff must contain a request for the specific clinical privileges desired by the applicant. A request by a staff member pursuant to Section 5.6 for a modification of privileges must be supported by documentation of additional training and/or experience supportive of the request.

6.2-2 Basis for Privilege Determination

Requests for clinical privileges shall be evaluated on the basis of the Practitioner's education, training, experience and demonstrated ability and judgment. The basis for privilege determination to be made in connection with periodic reappointment or otherwise shall include observed clinical performance and the documented results of quality review and evaluation activities required by these Bylaws to be conducted at NCHC. Privilege determination shall also be based on pertinent information concerning clinical performance obtained from other sources, especially other institutions and health care settings where a Practitioner exercises clinical privileges. This information shall be added to and maintained in the staff file established for a staff member.

6.2-3 Procedure

All requests for clinical privileges shall be processed pursuant to the procedures outlined in Article V.

6.3 PRIVILEGES

6.3-1 A Physician applicant for Medical Staff appointment seeking privileges must have completed the number of years of residency sufficient to satisfy the specialty board requirements of the American Board of Medical Specialties or the American Osteopathic Association for eligibility to become certified, in effect at the date application for staff appointment is requested to be effective.

6.3-2 An applicant for the Medical Staff who is seeking appointment for privileges as a Moonlighting Staff member must be enrolled in good standing in an Accreditation Council for Graduate Medical Education (ACGME) or American Osteopathic Association (AOA) accredited residency or fellowship program.

6.4

6.4 INTERIM, CASE LIMITED, TIME LIMITED OR TEMPORARY PRIVILEGES

6.4-1 Circumstances

Upon the written concurrence of the CMO (or designee), the CEO (or designee) may grant interim privileges in the following circumstances:

(a) Interim Privileges

Pendency of Application: Class I privileges may be granted for thirty (30) days, only if the applicant's credentials file is complete and ready to be forwarded to the MEC. An extension not to exceed ninety (90) days may be granted upon the recommendation of the CMO. Requests for Class IV privileges, accompanied with documentation of training and experience will be reviewed by the CEO and CMO prior to being granted as interim privileges. In exercising such privileges the applicant shall act under the supervision of the CMO and in accordance with the conditions specified in Section 6.2.

(b) Case Limited Privileges

Care of Specific Patients: Upon receipt of a written request for specific case limited privileges an appropriately licensed Practitioner of documented competence who is not an applicant for membership may be granted such privileges for the care of one or more specific patients. Such privileges shall be restricted to the treatment of not more than five (5) patients in any one year by any Practitioner, after which the Practitioner shall be required to apply for membership on the Medical Staff as Consulting Staff before being allowed to attend to additional patients.

(c) Temporary Privileges

Upon receipt of a written request an appropriately licensed Practitioner may, without applying for membership on the staff, be granted temporary privileges for an initial period of thirty (30) days. Such privileges may be extended for a period of time not to exceed ninety (90) days.

(d) Time Limited Privileges

As defined by contract or employment agreement.

6.4-2 Conditions

Interim, case limited, time limited, or temporary privileges shall be granted only when the information available reasonably supports a favorable determination regarding the requesting Practitioner's qualifications, ability and judgment to exercise the privileges requested, and only after the Practitioner has provided evidence of professional liability insurance coverage in the amount consistent with Wisconsin state statutes or other evidence of financial responsibility in accordance with the Medical Staff Bylaws. Special requirements of consultation and reporting may be imposed by the CMO. Before interim, case limited, time limited, or temporary privileges are granted, the Practitioner must acknowledge in writing that he/she has received and read the Medical Staff Bylaws, and the Rules and Regulations, and that he/she agrees to be bound by the terms thereof in all matters relating to his/her privileges.

6.4-3 Termination

On the discovery of any information or the occurrence of any event of a nature which raises question about a Practitioner's professional qualifications or ability to exercise any or all of the privileges granted, the CEO, after consultation with the CMO, may terminate any or all of such Practitioner's privileges, when the life or well-being of a patient is determined to be endangered by continued treatment by the Practitioner, the termination may be effected by any person entitled to impose summary suspension action under the Medical Staff Bylaws, Article VII. In the event of any such termination, the Practitioner's patients receiving care through NCHC shall be assigned to another Practitioner by the CMO. The wishes of the patient shall be considered, where feasible, in choosing a substitute Practitioner. The terminated Practitioner shall confer with the substitute Practitioner to the extent necessary to safeguard the patient.

6.4-4 Rights of the Practitioner

A Practitioner shall not be entitled to the procedural rights afforded by the Medical Staff Bylaws, Article VIII or Article IX because his/her request for interim, case limited, time limited, or temporary privileges is refused or because all or any portion of such privileges are terminated or suspended.

6.5 EMERGENCY PRIVILEGES

For the purposes of this Section, an "emergency" is defined as a condition in which serious or permanent harm would result to a patient or in which the life of a patient is in immediate danger and any delay in administering treatment would add to that danger. In the case of an emergency, any Practitioner, to the degree permitted by his/her license and regardless of staff status, or clinical privileges, shall be permitted to do, and shall be

assisted by NCHC personnel in doing everything possible to save the life of a patient or to save a patient from serious harm. A Practitioner utilizing emergency privileges shall promptly provide the Medical Executive Committee in writing a statement explaining the circumstances giving rise to the emergency.

6.6 DISASTER PRIVILEGES

For the purpose of this section a “disaster” is defined as any officially declared emergency whether it is local, state or national, and that creates healthcare demands that exceed the capabilities of NCHC and/or the Medical Staff. A Practitioner providing patient care in the event of a disaster must be granted privileges by the Chief Executive Officer or designee, prior to providing patient care. Such privileges shall be valid only for the duration of the disaster and shall automatically terminate at the end of needed services.

6.7 RIGHTS ASSOCIATED WITH TEMPORARY, INTERIM, CASE LIMITED, TEMPORARY, EMERGENCY AND DISASTER PRIVILEGES

The granting of temporary, interim, case limited, temporary, emergency or disaster privileges shall not confer Medical Staff membership on any Practitioner, nor shall Practitioners holding such privileges be considered to be members of the medical staff or have any of the rights provided to Medical Staff members by these Bylaws or otherwise except as expressly stated herein. The refusal to grant, or termination or withdrawal of, temporary, locum tenens, emergency or disaster privileges shall not entitle the Practitioner involved to a hearing or any other procedural rights or review unless the action is reportable to the National Practitioner Data Bank.

ARTICLE VII: CORRECTIVE ACTION

7.1 PROCEDURE

7.1-1 Criteria for Initiation

Whenever the activities or professional conduct of any Practitioner with clinical privileges are, or are reasonably likely to be, detrimental to patient safety or to the delivery of quality care, or if there is doubt about a Practitioner's ability to perform within the privileges granted, corrective action against such Practitioner will be initiated within five (5) days by any Officer of the Medical Staff, the CMO, a Medical Director, the MEC, the CEO, or by the Board.

7.1-2 Requests and Notices

All requests for corrective action shall be in writing, submitted to the MEC, and supported by reference to the specific conduct or activities which constitute the grounds for the request. The President of the Medical Staff shall promptly notify the CEO in writing of all requests for corrective action received by the committee and shall continue to keep the CEO fully informed of all action taken in connection therewith.

7.1-3 Investigation

After consideration of the request, the MEC shall either reject the request and report the reasons for its decision to the CEO, or forward the request either to the program/department head in which the questioned activities or conduct occurred, or to an ad hoc committee appointed by the President of the Medical Staff to conduct an investigation. The staff member who is under investigation may be invited to appear before the investigating committee. Any such appearance shall be informal in nature and not constitute a hearing. As soon as possible and in any event no longer than fifteen (15) days after the receipt of the request, the CMO or the investigating committee shall forward a written report of the investigation to the MEC.

7.1-4 MEC Action

As soon as possible and in any event no longer than seven (7) days following receipt of the report of the investigation, the Medical Executive Committee shall take action upon the request. Such action may include, without limitation:

- (a) Rejecting the request for corrective action.
- (b) Issuing a warning, a letter of admonition, or a letter of reprimand.

- (c) Recommending terms of probation or requirements of consultation.
- (d) Recommending reduction, suspension, or revocation of clinical privileges.
- (e) Recommending reduction of staff category or limitation of any staff prerogatives directly related to patient care.
- (f) Recommending suspension or revocation of staff appointment.

7.1-5 Procedural Rights

Any action by the Medical Executive Committee pursuant to Section 7.1-4(c); 7.1-4(d); 7.1-4(e); or 7.1-4(f), or any combination of such actions, shall entitle the Practitioner to the procedural rights as provided in Article VIII, and the matter shall be processed in accordance with the provisions of Article IX.

7.1-6 Other Action

If the Medical Executive Committee's recommended action is as provided in Section 7.1-4(a) or 7.1-4(b), such recommendation, together with all supporting documentation, shall be transmitted to the Board. Thereafter, the procedure to be followed shall be as provided in sections 5.4-5 through 5.4-7 as applicable.

7.2 PRECAUTIONARY SUSPENSION

7.2-1 Criteria for Initiation

The President of the Medical Staff, the Administrator On-Call, the CEO, CMO or the executive committee of either the Medical Staff or of the Board shall have the authority to suspend the Medical Staff membership status or all or any portion of the clinical privileges of a Practitioner, whenever failure to take such action may result in an imminent danger to the health and/or safety of any individual.

Such precautionary suspension shall be deemed an interim precautionary step in the professional review activity related to the ultimate professional review action that will be taken with respect to the suspended individual but is not a complete professional review action in and of itself. It shall not imply any final finding of responsibility to the situation that caused the suspension.

The President of the Medical Staff, Administrator On-Call, CEO, CMO, or executive committee of either the Medical Staff or the Board will place a request for corrective action, followed by investigation as appropriate, as outlined in 7.1.3.

7.2-2 MEC Action

As soon as possible and in any event no longer than five (5) days after such precautionary suspension, a meeting of the MEC shall be convened to review and consider the action taken. The MEC may modify, continue or terminate the terms of the precautionary suspension.

7.2-3 Procedural Rights

Unless the MEC recommends immediate termination of the suspension and cessation of all further corrective action, the staff member shall be entitled to the procedural rights as provided in Article XIII, and the matter shall be processed in accordance with the provisions of Article IX. The terms of the precautionary suspension as sustained by the MEC shall remain in effect pending a final decision by the Board.

If the MEC recommends termination of the suspension and cessation of all further corrective action, the suspension shall remain in effect until the Board has reviewed the recommendation and taken action to terminate the suspension. If the Board, after such review, decides to continue the suspension, the staff member shall be entitled to the procedural rights provided in Article VIII, and the matter shall be processed in accordance with the provisions of Article IX.

If the MEC recommends less restrictive terms of suspension, the original suspension shall remain in effect until the Board has reviewed the recommendation and taken action to terminate the suspension. If the Board, after such review, decides to continue the suspension, either original or as modified; the staff member shall be entitled to the procedural rights as provided in Article VIII, and the matter shall be processed in accordance with the provisions of Article IX.

7.3 AUTOMATIC SUSPENSION

7.3-1 License

If a staff member's license to practice his/her profession in the State of Wisconsin is revoked or suspended, or the licensing agency imposes limitation of practice on the Practitioner, such staff member shall immediately and automatically be suspended from practicing at NCHC.

7.3-2 A Medical Staff appointee fails to report to NCHC any restriction or condition imposed on or probation with respect to his or her license by the Licensure Board within thirty (30) days of the imposition of such restriction, condition or probation.

7.3-3 A Medical Staff appointee who has been requested to appear at a meeting of any committee of the Medical Staff or healthcare entity in order to discuss proposed corrective action and fails to appear.

7.3-4 Drug Enforcement Administration (DEA) Number

A Practitioner whose DEA number is revoked, suspended or is voluntarily relinquished shall immediately and automatically be divested of his/her right to prescribe medications covered by such number. Within seven (7) days of such automatic suspension, the MEC shall convene to review and consider the facts under which the DEA number was revoked, suspended, or relinquished. The MEC may then recommend such further corrective action as appropriate to the facts disclosed in its investigation.

7.3-5 Failure to Satisfy Special Appearance Requirements

A Medical Staff appointee fails to report to NCHC any restriction or condition imposed on or probation with respect to his or her license by the Licensure Board within thirty (30) days of the imposition of such restriction, condition or probation.

7.3-6 Medical Records

An automatic suspension shall be imposed for failure to complete medical records in a timely fashion or in the manner required under the Rules and Regulations of the Medical Staff or policies and procedures of NCHC after receiving a written warning of non-compliance.

7.3-7 Failure to Practice Actively

At the time of reappointment when a member of the staff with admitting privileges has not admitted a patient to NCHC or has not provided professional services to any patient at NCHC for two (2) years, he/she shall be given special notice that in thirty (30) days his/her staff appointment will be automatically reviewed by the MEC unless he/she either admits a patient to NCHC or provides services to a patient at NCHC during that thirty (30) day period.

7.3-8 Impairment

When a Practitioner has been judged to be impaired by the MEC and refuses appropriate treatment (to be determined by the MEC), the CEO and/or President of the Medical Staff, or their designees, after consultation may initiate immediate and automatic suspension. The Practitioner is afforded all rights of appeal as provided by the Medical Staff Bylaws.

7.3-9 Exclusion or Withdrawal from Federal Health Care Programs

A staff member who is excluded or who voluntarily withdraws from participation in the Medicare, Medicaid, or other federal health care programs, shall be immediately and automatically divested of his/her right to treat, care for, or order studies for any beneficiary of such programs. Within seven (7) days of such automatic suspension, the MEC shall convene and consider the facts under which exclusion or withdrawal occurred. The MEC may then recommend such further corrective action as appropriate to the facts disclosed in the investigation.

- 7.3-10 A Medical Staff appointee who has his or her right to prescribe or administer any controlled substances revoked or suspended in any manner.
- 7.3-11 A Medical Staff appointee who has his or her name placed on any list of providers excluded from billing Medicare, Medicaid, or any other federal or state healthcare program.
- 7.3-12 A Medical Staff appointee who fails to maintain the minimum professional liability insurance coverage established from time to time by NCHC, as required by the Medical Staff Bylaws, unless the Medical Staff Appointee has timely requested a waiver or reduction of such coverage and is awaiting final action on such request.
- 7.3-13 A Medical Staff appointee whose contractual arrangement with healthcare entity is terminated pursuant to such contract.
- 7.3-14 Procedural Rights

A staff member under automatic suspension by operation of Section 7.3-4 shall be entitled to the procedural rights provided in Article VIII and Article IX.

A staff member whose appointment or privileges has been automatically suspended or revoked by operation of Sections 7.3-1, 7.3-2, 7.3.3 and 7.3-4 may request a hearing by a committee appointed by the Board to present evidence to establish that the automatic suspension or revocation was invoked in error. The hearing and any subsequent proceedings shall be conducted in accordance with provisions of Article IX. The invoking of an automatic suspension does not preclude initiation of corrective action pursuant to Section 7.1.

7.4 SUMMARY ACTION

The MEC, the CMO and the President of the Medical Staff or CEO may summarily suspend, restrict or place conditions or requirements on all or any portion of the clinical privileges of any Practitioner in accordance with this section. Any such suspension, restrictions, conditions or requirements shall be effective immediately and shall remain in effect until terminated by

CEO or the Board of Directors after considering the recommendations of the MEC. Grounds for imposition of summary suspension, restriction or conditions shall include, but not be limited to, the following:

- a. the conduct of a Practitioner creates a reasonable possibility of injury or damage to any patient, employee or person present in NCHC or to NCHC;
- b. a Practitioner is charged with the commission of a crime which may relate to the Practitioner's suitability for Medical Staff membership;
- c. a Practitioner engages in or is charged with unlawful or unethical activity related to the practice of medicine or nursing;
- d. a Practitioner engages in any dishonest, unprofessional, abusive or inappropriate conduct which is or may be disruptive of NCHC operations and procedures;
- e. the Practitioner has had any medical staff membership, clinical privileges, certification, licensure or registration terminated, suspended, restricted, limited, reduced or modified in any way, has resigned from any other medical staff in order to avoid an investigation or proposed action concerning medical staff membership or clinical privileges, or has voluntarily surrendered or agreed not to exercise any clinical privileges while under investigation or to avoid an investigation;
- f. it is determined that the Practitioner made a material misstatement or omission on any pre-application or application for appointment or reappointment, or at any time provided incorrect information or otherwise deceived or attempted to deceive or mislead the Medical Staff and/or NCHC;
- g. a Practitioner has falsified or inappropriately destroyed or altered any medical record;
- h. a Practitioner refuses to submit to evaluation or testing relating to the Practitioner's mental or physical status, including refusal to submit to any testing related to drug or alcohol use;
- i. a Practitioner abandons a patient or wrongfully fails or refuses to provide care to a patient;
- j. a Practitioner fails to maintain appropriate malpractice insurance or a current, unrestricted active state license to practice medicine;
- k. a Practitioner fails to adhere to the requirements of the NCHC compliance program;
- l. a Practitioner fails to comply with the Rules and Regulations of the Medical Staff or any policies and procedures of NCHC;

- m. a Practitioner engages in clinical activities outside the scope of the Practitioner's approved clinical privileges.

ARTICLE VIII: INTERVIEWS, HEARINGS, AND APPELLATE REVIEW

8.1 INTERVIEWS

When the MEC, other relevant committee, or the Board or any appropriate committee thereof receives or is considering initiating an adverse recommendation concerning a Practitioner, the Practitioner may be afforded an interview. The interview shall not constitute a hearing, shall be preliminary in nature, and shall not be conducted according to the procedural rules provided with respect to hearings. The Practitioner shall be informed of the general nature of the circumstances and may present information relevant thereto. A record of such interview shall be made.

8.2 HEARING AND APPELLATE REVIEW

8.2-1 Adverse MEC Recommendation

When any Practitioner receives special notice of an adverse recommendation of the MEC, he/she shall be entitled upon request, to a hearing before an ad hoc committee of the Medical Staff appointed by the President of the staff. Said individuals shall not be in direct economic competition with the physician involved. If the recommendation of the MEC following such hearing is still adverse to the Practitioner, he/she shall then be entitled, upon request, to an appellate review by the Board before a final decision is rendered.

8.2-2 Adverse Board Decision

When any Practitioner receives special notice of an adverse decision by the Board taken either contrary to a favorable recommendation by the MEC under circumstances where no right to a hearing existed, or on the Board's own initiative without benefit of a prior recommendation by the MEC such Practitioner shall be entitled, upon request, to a hearing by an ad hoc hearing committee appointed by the Board. If such hearing does not result in a favorable recommendation, he/she shall then be entitled upon request, to an appellate review by the Board before a final decision is rendered.

8.2-3 Procedure and Process

All hearings and appellate reviews shall be in accordance with the procedure and safeguards set forth in Article IX.

8.2-4 Exceptions

The denial, termination or reduction of temporary privileges or any other actions, except those specified in Article IX, shall not give rise to any right to a hearing or appellate review.

8.3 REMOVAL OF CHIEF MEDICAL OFFICER OR MEDICAL DIRECTOR

8.3-1 General Manner of Removal

Removal from office of the Chief Medical Officer or Medical Director for grounds unrelated to his/her professional clinical capability or to his/her exercise of clinical privileges may be accomplished in accordance with the usual personnel policies of NCHC or the terms of such Officer's employment agreement, contract, or other arrangements if any. To the extent that the grounds for removal would require a report to the National Practitioner Data Bank relating to competence in performing professional clinical tasks, in supervising the professional activities of Practitioners under his/her direction or in exercising clinical privileges, resolution of the matter shall be in accordance with Articles VIII and IX and the Fair Hearing Plan.

8.3-2 Statement of Grounds

Prior to removal of a Chief Medical Officer or Medical Director, the Board, through the CEO, shall transmit to such individual and to the MEC a written notice of the proposed removal from office together with a statement specifying the grounds for removal. The extent that such grounds explicitly relate to professional clinical capability or to the exercise of clinical privileges, the notice to the Officer whose removal is sought shall take the form of a special notice, and for hearing purposes, the proposed removal shall be deemed equivalent to an adverse recommendation of the MEC. If the stated grounds for dismissal are based solely on nonclinical matters, the procedure specified in Section 8.3-3 shall apply at the discretion of the CEO in consultation with the Officers of the Medical Staff.

8.3-3 Joint Conference Committee

Within thirty (30) days of receipt by the MEC of the notice as provided in Section 8.3-2, a Joint Conference Committee of equal members from the Medical Staff and the Board shall be convened. Up to five (5) Board members shall be selected by the Chair of the Board and up to five (5) Medical Staff members by the President of the Medical Staff.

This Joint Conference Committee shall review the statement of dismissal and conduct such other inquiry as it may deem appropriate for the purpose of rendering an advisory opinion on the categorization of the grounds for removal. The Joint Conference Committee may, but is not required to interview the Chief Medical Officer or Medical Director. Within ten (10) days of its deliberations, the Joint Conference Committee shall, by written memorandum to the MEC and to the Board, submit its opinion on the matter. The advisory panel's deliberations shall not be deemed a hearing as that

term is used in Section 8.2 and shall not be conducted as such, but a record shall be kept.

8.3-4 Board Decision

After considering the Joint Conference Committee's opinion, the Board shall make its final decision as to the categorization of the grounds for dismissal. Removal of the Officer shall be effected in the manner appropriate to the Board's final categorization and consistent with Section 8.3-1.

ARTICLE IX: FAIR HEARING PLAN

9.1 SPECIAL DEFINITIONS

For the purpose of this Article, the following definitions shall apply:

- 9.1-1 APPELLATE REVIEW BODY: means the group designated pursuant to section 9.2 of these Bylaws to hear a request for appellate review properly filed and pursued by a Practitioner.
- 9.1-2 HEARING COMMITTEE: means the committee appointed pursuant to section 9.4-3 of this plan to hear a request for evidentiary hearing properly filed and pursued by a Practitioner.
- 9.1-3 PARTIES: means the Practitioner who requested the hearing or appellate review and the body or bodies upon whose adverse action a hearing or appellate review request is predicated.

9.2 RIGHT TO HEARING

Unless waived, an applicant or Medical Staff appointee shall be entitled to a hearing if any professional review body proposes to make a recommendation that any of the following actions (to the extent they are considered to be adversely affecting an applicant or Medical Staff appointee as defined under the Health Care Quality Improvement Act of 1986) be taken with respect to him or her for reasons other than failure to meet minimum objective criteria specified in the Medical Staff Bylaws or Appointment and Corrective Action Procedures:

- (1) Denial of a completed application for initial appointment of reappointment to the Medical Staff for any reason, except where: (i) the application does not meet the minimum objective requirements set forth in the Medical Staff Bylaws or appointment and corrective action procedures; or (ii) the applicant is requesting clinical privileges in a department, subspecialty or service in which the number of appointees has been limited in accordance with the Medical Staff Bylaws.
- (2) Summary suspension or termination from the Medical Staff in accordance with the Appointment and Corrective Action Procedures.
- (3) Revocation or termination of appointment to the Medical Staff, except where continued appointment to the Medical Staff was contingent upon the continuance of a contractual relationship with the healthcare entity.
- (4) Denial of requested advancement or requested change in Medical Staff category, except for any denial resulting from failure to meet the minimum objective criteria for the requested category.

- (5) Reduction in Medical Staff category, other than (i) a change from Active Medical Staff to Courtesy Medical Staff for failure to meet any patient care requirements set forth in these Medical Staff Bylaws; (ii) a change from Active Medical Staff to Courtesy Staff for failure to meet the meeting attendance requirements set forth in these Medical Staff Bylaws; or (iii) any other change in category resulting from a failure to meet the minimum objective criteria for a particular Medical Staff Category.
- (6) Denial of requested clinical privileges or requested change in clinical privileges, except where (i) the applicant or Medical Staff appointee is requesting clinical privileges in a department/program or service area in which the number of Medical Staff Appointees has been limited; or (ii) the applicant or Medical Staff appointee fails to meet the minimum objective criteria for the requested privileges.
- (7) Reduction in, restriction of, or failure to renew clinical privileges, other than (i) a temporary restriction in accordance with the Appointment and Corrective Action Procedures; or (ii) where the Medical Staff Appointee no longer meets the minimum objective criteria for such privileges.
- (8) Revocation or suspension (summary or otherwise) of clinical privileges, other than (i) a temporary suspension as provided by the Appointment and Corrective Action Procedures; or (ii) where the Medical Staff appointee no longer meets the minimum objective criteria for such privileges.
- (9) Any other action or recommendation "adversely affecting" (as such term is defined in Section 431(1) of the Health Care Quality Improvement Act of 1986) any applicant or Medical Staff appointee.

9.2-1 When Deemed Adverse

A recommendation or action listed in Section 9.2 shall be deemed adverse action only when it has been:

- (a) Recommended by the MEC; or
- (b) A suspension continued in effect after review by the MEC and/or the Board; or
- (c) Taken by the Board contrary to a favorable recommendation by the MEC under circumstances where no prior right to a hearing existed; or
- (d) Taken by the Board on its own initiative without benefit of a prior recommendation by the MEC; or
- (e) Imposed automatically.

9.2-2 Actions Not Giving Rise to Hearing Right

A professional review body shall not be deemed to have made a proposal for an adverse recommendation or action, or to have made such a recommendation to or have taken such action, and a hearing right under this Section shall not have arisen in any of the following circumstances:

- (a) The appointment of an ad hoc investigation committee;
- (b) The conduct of an investigation into any matter;
- (c) The restriction or suspension of a Medical Staff appointee's clinical privileges for a period of no longer than fourteen (14) days while an investigation is pending;
- (d) The formulation and presentation of any preliminary report of any ad hoc investigation committee to the CEO, CMO, Medical Director, to the Officers of the Medical Staff Board or any committee of the Board;
- (e) The making of a request or issuance of a directive to an applicant or Medical Staff appointee to appear at an interview or conference before the MEC, any ad hoc investigation committee, the CEO, the Board or any other professional review body in connection with any investigation prior to a proposed adverse recommendation or action;
- (f) The denial of or refusal to accept an application for initial appointment or reappointment to the Medical Staff (i) where the application is incomplete; (ii) where the application reflects that the applicant does not meet the minimum objective requirements for appointment or reappointment; or (iii) where the applicant is requesting clinical privileges in a department, specialty or service in which the number of Medical Staff appointees has been limited in accordance with the Medical Staff Bylaws;
- (g) The denial or revocation of temporary privileges in accordance with the Appointment and Corrective Action Procedures;
- (h) The appointment of a newly-appointed Medical Staff appointee to the provisional staff;
- (i) Automatic termination as provided by the Appointment and Corrective Action Procedures;
- (k) The imposition of supervision or observation on a Medical Staff appointee which supervision or observation does not

restrict the clinical privileges of the Medical Staff appointee or the delivery of professional services to patients;

- (l) The issuance of a letter of warning, admonition or reprimand;
- (m) Corrective counseling;
- (n) A recommendation that the Medical Staff appointee be directed to obtain retraining, additional training, or continuing education;
- (o) The denial of a request for a waiver or reduction of the required minimum liability insurance coverage as provided in the Medical Staff Bylaws;
- (p) Any change in Medical Staff category resulting from the failure of a Medical Staff appointee to meet the minimum objective criteria for a specific category; or
- (q) Any recommendation or action not “adversely affecting” (as such term is defined in Section 431(1) of the Health Care Quality Improvement Act of 1986) any applicant or Medical Staff appointee, or which is not based upon a subjective determination of the professional competency or conduct of the applicant or Medical Staff appointee.

9.2-3 Notice of Adverse Recommendation or Action

A Practitioner against whom adverse action defined under Section 9.2 above has been proposed shall be provided within written notice of the proposed adverse action by the CEO. The notice shall indicate that the Practitioner may request a hearing in accordance with the Medical Staff Bylaws.

The written notice shall indicate that a professional review action has been proposed against the Practitioner, the reasons for the proposed action, a description of the proposed adverse action, a summary of the hearing rights available to the affected provider that the Practitioner has a period of thirty (30) days from receipt of the notice within which to request a hearing on the proposed action, and that the Practitioner shall be deemed to waive hearing rights if hearing is not requested within such thirty (30) day period. The notice further shall indicate that: A) if a hearing is requested on a timely basis, the hearing shall be held before a hearing Officer or panel of individuals appointed pursuant to the Bylaws who are not in direct economic competition with the Practitioner: B) the right to a hearing may be forfeited if the Practitioner, without good cause, fails to appear: C) in the hearing the Practitioner has a right (1) to representation by an attorney or other person of the Practitioner’s choice, (2) to have a record made of the proceedings, copies of which may be obtained by the Practitioner upon payment of any

reasonable charges associated with the preparation thereof: (3) to call, examine and cross examine witnesses: (4) to present evidence determined to be relevant by the hearing Officer or panel, regardless of its admissibility in a court of law: and (5) submit a written statement at the close of the hearing. The notice further shall indicate that the Practitioner, upon completion of the hearing, has a right: (1) to receive the written recommendation of the Officer or panel, including the statement of the basis for the recommendations, and (2) to receive a written decision of the organization, including a statement of the basis for the decision.

9.2-4 Actions for Which No Hearing Is Required

No Practitioner shall be entitled to hearing rights in the event any Practitioner is summarily suspended for:

- (a) Failure to maintain appropriate malpractice insurance;
- (b) Failure to maintain a current, active, unrestricted appropriate state license;
- (c) Exclusion from participation in Medicare or Medicaid; or
- (d) Failure to maintain a current, active DEA certification (if required for the Practitioner's specialty).

9.2-5 No Practitioner shall be entitled to a hearing as a result of any action which is recommended or taken which is not reportable to the state or the National Practitioner Data Bank, including, but not limited to the following:

- (a) Letters of warning, reprimand, or admonition;
- (b) Imposition of monitoring, proctoring, review or consultation requirements;
- (c) Requiring provision of information or documents, such as office records, or notice of events or actions;
- (d) Imposition of educational or training requirements;
- (e) Placement on probationary or other conditional status;
- (f) Appointment or reappointment for less than two (2) years;
- (g) Failure to place a Practitioner on any on-call or interpretation roster, or removal of any Practitioner from any such roster;
- (h) Continuation of provisional appointment;

- (i) The refusal of the Board of Directors to grant a request for a waiver or extension of time regarding the Board certification requirements set forth;
- (j) Termination of Medical Staff membership and/or clinical privileges as a result of matters which are not related to the Practitioner's professional qualifications, competence or conduct such as:
 - (1) Failure to pay dues or assessments;
 - (2) Failure to meet any objective requirement imposed on all staff members that specific numbers of procedures be performed to maintain or demonstrate clinical competence; or
 - (3) NCHC elects to enter into an exclusive contract for the provision of certain services.

If any action is taken which does not entitle the Practitioner to a hearing, the Practitioner shall be offered the opportunity to submit a written statement or any information which the Practitioner wishes to be included in the Practitioner's peer review records along with the documentation regarding the action taken.

9.3 REQUEST FOR HEARING

A Practitioner shall have at least thirty (30) and not more than forty-five (45) days following the receipt of a notice pursuant to Section 9.2-3 to file a written request for a hearing. Such request shall be deemed to have been made when delivered to the CEO in person or when sent by certified mail to the CEO.

9.3-1 Waiver by Failure to Request a Hearing

A Practitioner who fails to request a hearing within the time and in the manner specified waives any right to hearing with respect to the recommended adverse action, the imposition of the recommendation action and to any appellate review to which he/she might otherwise have been entitled. Such waiver in connection with:

- (a) An adverse action by the Board shall constitute acceptance of that action, which shall thereupon become effective as the final decision of the Board.
- (b) An adverse recommendation by the MEC shall constitute acceptance of that recommendation, which shall thereupon become and remain effective pending the final decision of the Board. The Board shall consider the committee's recommendation at its next regular meeting following the

waiver. In its deliberations, the Board shall review all the information and material considered by the committee and may consider all other relevant information received from any source. If the Board's action on the matter is in accord with the MEC's recommendation such action shall constitute a final decision by the Board. If the Board's action has the effect of changing the MEC's recommendation, the matter shall be submitted to the Joint Conference Committee as provided in this plan. The Board's action on the matter following receipt of the Joint Conference Committee's recommendation shall constitute its final decision.

The CEO shall promptly send the Practitioner a special notice informing him/her of each action taken pursuant to this section and shall notify the President of the Medical Staff of each such action.

9.4 HEARING PREREQUISITES

9.4-1 Notice of Time and Place of Hearing

Upon receipt of a timely request for hearing, the CEO shall deliver such request to the President of the Medical Staff or to the Board, depending on whose recommendation or action prompted the request for a hearing. At least thirty (30) days prior to the hearing, the CEO shall send the Practitioner special notice of the time, place and date of the hearing and a list of witnesses the Medical Staff or Board expects to call. The hearing date shall not be less than thirty (30) days from the date of notice of the hearing; unless the Practitioner voluntarily waives in writing the thirty (30) day period, whereupon the CEO and the Practitioner shall endeavor to mutually agree on a hearing date. In the event an agreed upon date cannot be reached the date contained in the notice shall be the hearing date.

9.4-2 State of Issues and Grounds

The notice of hearing provided shall contain a concise statement of the Practitioner's alleged acts or omissions, a list by number of the specific or representative patient record in question and/or the other reasons or subject matter forming the basis for the adverse recommendation or action which is the subject of the hearing.

9.4-3 Appointment of the Hearing Committee

- (a) By Medical Staff: A hearing occasioned pursuant to Section 9.2-1 shall be conducted by a hearing committee appointed by the CEO and composed of five (5) members of the active staff. One of the members so appointed shall be designated as chair.

- (b) By Board: A hearing occasioned by an adverse action of the Board pursuant to section 9.2-1 or upon a request pursuant to section 9.3 shall be conducted by a hearing committee appointed by the chair of the Board and composed by five (5) persons, including two (2) active staff members chosen with advice from the president of the staff shall be included on this committee when issues concern professional competence or performance. One of the appointees to the committee shall be designated as chair.
- (c) A Medical Staff or Board member shall be disqualified from serving on a hearing committee if he/she participated in initiating, investigating, or has an economic interest in the underlying matter at issue. In no event shall a member of the body whose adverse recommendation or action occasioned the hearing serve on the hearing committee.

9.5 HEARING PROCEDURE

9.5-1 Personal Presence

The personal presence of the Practitioner who requested the hearing shall be required. A Practitioner who fails to appear and proceed at such hearing shall be deemed to have waived his/her rights in the same manner and with the same consequence as provided in Section 9.3-1.

9.5-2 Presiding Officer

Either the hearing Officer, if one is appointed, pursuant to Section 9.10-1, or the chair of the hearing committee shall be the presiding Officer. The presiding Officer shall act to maintain decorum and to assure that participants in the hearing have a reasonable opportunity to present relevant oral and documentary evidence. He/she shall be entitled to determine the order of procedure during the hearing and shall make all rulings on matters of law, procedure, and the admissibility of evidence.

9.5-3 Representation

The Practitioner who requested the hearing shall be entitled to be accompanied and represented at the hearing by a member of the Medical Staff in good standing or by a member of his/her local professional society. The MEC or the Board, depending on whose recommendation or action prompted the hearing shall appoint an individual to represent it at the hearing to present the facts in support of its adverse recommendation or action and to examine witnesses. Representation of either party by an attorney at law shall be governed by the provisions of section 9.54(a) and section 9.10-2.

9.5-4 Rights of Parties

During a hearing, each of the parties shall have the right to:

- (a) Be represented by an attorney or other representative; however, the Hearing Committee has the right to define the role of counsel for the Practitioner or Committee;
- (b) Have a record of the proceedings made according to Section 9.5-8 and to obtain a copy of the record upon payment of a reasonable charge;
- (c) Call, examine, and cross-examine witnesses;
- (d) Present relevant evidence;
- (e) Submit a written statement at the close of the hearing;
- (f) Receive any written recommendation based on the hearing, including the basis for the recommendation; and
- (g) Receive a written final decision, including the basis for the decision.

9.5-5 Procedure and Evidence

The hearing shall not be conducted strictly according to rules of law relating to the examination of witnesses or presentation of evidence. Any relevant matter upon which responsible persons customarily rely in the conduct of serious affairs shall be admitted, regardless of the admissibility of such evidence in a court of law. Each party shall, prior to or during the hearing, be entitled to submit memoranda concerning any issue of law or fact, and such memoranda shall become a part of the hearing record. The hearing committee may require one or both parties to prepare and submit to the committee, written statements of their position on the issues, prior to, during, or after, the hearing. The hearing committee may establish rules of procedure, including, but not limited to, requiring the submission prior to the hearing of lists of proposed witnesses and exhibits. The presiding Officer, may but shall not be required to order that oral evidence be taken only on oath or affirmation administered by any person designed by him/her/hers and entitled to notarize documents in the State of Wisconsin.

9.5-6 Evidentiary Notice

In reaching a decision, the hearing committee may take note, for evidentiary purposes, either before or after submission of the matter for decision, of any generally accepted technical or scientific matter relating to the issues under consideration and of any facts that may be judicially noticed by the courts of the State of Wisconsin. Parties present at the hearing shall be informed of the matters to be noticed

and those matters shall be recited in the hearing record. Any party shall be given opportunity on timely request, or request that a matter be evidentiary noticed and to refute the evidentiary noticed matters by evidence or by written or oral presentation of authority, the manner of such refutation to be determined by the hearing committee. The Committee shall also be entitled to consider any pertinent material contained on file at NCHC, and all other information that can be considered, pursuant to the Medical Staff Bylaws, in connection with applications for appointment or reappointment to the staff and for clinical privileges.

9.5-7 Sequence of Presentation

Whenever a hearing relates solely to a (i) a denial of appointment or reappointment to the Medical Staff; (ii) requested clinical privileges; or (iii) requested advancement in Medical Staff category, the applicant or Medical Staff appointee shall present his or her evidence first. In all other cases, the representative of the professional review body shall present his or her evidence first. After the first party to present evidence has completed, the other party shall present his or her evidence. The initial party shall then have the opportunity to rebut the evidence presented by the opposing party. The hearing committee may in its discretion request or allow opening statements, which if made will be presented by the parties in the same sequence as provided for presentation of evidence.

9.5-8 Documentary Evidence

Documentary evidence may be received in the form of original or copies. Excerpts of documents may also be received, in the discretion of the Moderator. Upon request, parties shall be given an opportunity to compare a copy with the original. Each party shall be responsible for properly identifying any exhibits sought to be introduced into evidence. If authority is challenged by the opposing party, such party shall also be responsible for proving authenticity of the exhibit. The identification of authenticity of any exhibit shall be a matter for determination by the Moderator.

9.5-9 Official Notice

The Hearing Committee may, in the course of the proceedings, indicate that it will take official notice of any matters as to which it believes there can be no reasonable dispute. Official notice may also be taken of generally recognized technical or scientific facts within the hearing committee members' specialized knowledge. Upon challenge of the propriety of taking such official notice, the Hearing Committee shall set forth in writing and provide the participants to

the hearing a brief statement of the basis for such official notice of technical or scientific facts. Any party to the hearing is entitled upon a request made within a reasonable time thereafter to be heard as to the propriety of taking official notice.

9.5-10 Burden of Proof

When a hearing relates to an adverse action or recommendation set forth in section 9.2 (1)-(9) of the provisions above entitled Right to Hearing, the Practitioner who requested the hearing shall have the burden of proving, by clear and convincing evidence, that the adverse recommendation or action lacks any substantial factual basis or that such basis or the conclusions drawn therefrom are arbitrary, unreasonable, and capricious. In all other cases, the body whose adverse recommendation or action occasioned the hearing shall have the initial obligation to present evidence in support thereof, but the Practitioner shall thereafter have the burden of proving, by a preponderance of credible evidence, that the grounds for such action or recommendation lack any substantial factual basis of that such basis or the conclusions drawn therefrom are arbitrary, unreasonable, and capricious.

9.5-11 Record of Hearing

A record of the hearing shall be kept that is of sufficient accuracy to assure that an informed and valid judgment can be made by any group that may later be called upon to review the record and render a recommendation or decision in the matter. The Hearing Committee chair, unless his/her decision is reversed by a majority vote of the Hearing Committee, shall select the method to be used for making the record, such as court reporter, electronic recording unit, detailed transcription, or minutes of the proceedings. A Practitioner requesting an alternate method shall bear the cost thereof. The Practitioner is entitled to a copy of the record of the hearing.

9.5-12 Postponement

Requests for postponement of a hearing shall be granted by the hearing committee only upon a showing of good cause.

9.5-13 Presence of Hearing Committee Members and Vote

All members of the Hearing Committee must be present throughout the hearing and deliberations. If a committee member is absent from any part of the proceedings, he/she shall not be permitted to participate in the deliberations or the decision.

9.5-14 Recesses and Adjournment

The Hearing Committee may recess the hearing and reconvene the same without additional notice for the convenience of the

participants or for the purpose of obtaining new or additional evidence or consultation. Upon conclusion of the presentation of oral and written evidence, the hearing shall be closed. The Hearing Committee, shall thereupon, at a time convenient to itself, conduct its deliberations outside the presence of the parties. Upon the conclusion of its deliberations, the hearing shall be declared finally adjourned.

9.6 HEARING COMMITTEE REPORT AND FURTHER ACTION

9.6-1 Hearing Committee Report

Within ten (10) days after final adjournment of the hearing, the Hearing Committee shall make a written report of its findings and recommendations specifically addressing each charge made in the matter and shall forward the same, together with the hearing record and all other documentation considered by it, to the body whose adverse recommendation or action occasioned the hearing. All findings and recommendations by the hearing committee shall be supported by reference to the hearing record and the other documentation considered by it.

9.6-2 Action on Hearing Committee Report

Within thirty (30) days after receipt of the report of the Hearing Committee, the MEC or the Board, as the case may be, shall consider the same and affirm, modify or reverse its recommendation.

9.6-3 Notice and Effect of Result

- (a) Notice: The CEO shall promptly send a copy of the result to the Practitioner by special notice, to the President of the Medical Staff, and to the Board.
- (b) Effect of Favorable Result:
 - (1) Adopted by the Board: If the Board's result pursuant to Section 9.6-2 is favorable to the Practitioner, such result shall become the final decision by the Board and the matter shall be considered finally closed.
 - (2) Adopted by MEC: If the MEC's result pursuant to Section 9.6-2 is favorable to the Practitioner, the CEO shall promptly forward it, together with all supporting documentation, to the Board for its final action. The Board shall take action thereon by adopting or rejecting MEC's result in whole or in part, or by referring the matter back to the MEC for further reconsideration. Any such referral back shall state the reasons therefore, set a time limit within which a subsequent recommendation to the Board must be

made, and may include a directive that an additional hearing be conducted to clarify issues that are in doubt. After receipt of such subsequent recommendation and any new evidence in the matter, the Board shall take final action. The CEO shall promptly send the Practitioner special notice pursuant to Section 9.5-4(g) informing him/her of each action taken. Favorable action shall become the final decision of the Board, and the matter shall be considered finally closed. If the Board's action is adverse in any of the respects listed in Section 9.2, the special notice shall inform the Practitioner of his/her right to request an appellate review by the board as provided in Section 9.8 of this plan.

- (c) Effect of Adverse Result: If the result of the MEC or of the Board continues to be adverse to the Practitioner in any of the respects listed in this Plan, the special notice required above shall inform the Practitioner of his/her right to request an appellate review by the Board as provided in this Plan.

9.7 INITIATION AND PREREQUISITES OF APPELLATE REVIEW

9.7-1 Request for Appellate Review

A Practitioner shall have thirty (30) days following his/her receipt of a notice as provided in 9.6-3 above to file a written request for an appellate review. Such request shall be delivered to the CEO either in person or by certified mail. The CEO shall forward a copy to the Practitioner of the report and record of the Hearing Committee and all other material, favorable or unfavorable, if not previously forwarded, that was considered in marking the adverse action or result.

9.7-2 Waiver by Failure to Request Appellate Review

A Practitioner who fails to request an appellate review within the time and in the manner specified in section 9.7-1 waives any right to such review. Such waiver shall have the same force and effect as that provided in section 9.3-1.

9.7-3 Notice of Time and Place of Appellate Review

Upon receipt of a timely request for appellate review, the CEO shall deliver such request to the Board. As soon as practical, the Board shall schedule and arrange for an appellate review which shall be not less than ten (10) days nor more than thirty (30) days from the date of receipt of the appellate review request; provided, however, that an appellate review for a Practitioner who is under suspension then in effect shall be held as soon as arrangements for it may reasonably be made, but not later than forty (40) days from the date

of receipt of the request for review. At least ten (10) days prior to the appellate review, the CEO shall send the Practitioner special notice of the time, place, date of the review and a list of witnesses the Board will call. The time for the appellate review may be extended by the appellate review body for good cause.

9.7-4 Appellate Review Body

The Board shall determine whether the appellate review shall be conducted by the Board as a whole or by an appellate review committee composed of five (5) members of the Board appointed by the chair. If a committee is appointed, one of its members shall be designated as chair.

9.8 APPELLATE REVIEW PROCEDURE

9.8-1 Nature of Proceedings

The proceedings by the review body shall be in the nature of an appellate review based upon the record of the hearing before the hearing committee, that committee's report, and all subsequent results and action thereon. The appellate review body shall also consider the written statements, if any, submitted as provided below and such other material as may be presented and accepted within the terms of this plan.

9.8-2 Written Statements

The Practitioner seeking the review may submit a written statement detailing the findings of fact, conclusions and procedural matters with which he/she disagrees, and his/her reasons for such disagreement. This written statement may cover any matters raised at any step in the hearing process, and legal counsel may assist in its preparation. The statement shall be submitted to the appellate review body through the CEO at least seven (7) days prior to the scheduled date of the appellate review, except if such time limit is waived by the appellate body. A written statement in reply must be submitted to the MEC or by the board, and if submitted, the CEO shall provide a copy thereof to the Practitioner at least two (2) days prior to the scheduled date of the appellate review.

9.8-3 Presiding Officer

The chair of the appellate review body shall be the presiding Officer. He/she shall determine the order of procedure during the review, make all required rulings, and maintain decorum.

9.8-4 Oral Statement

The appellate review body, in its sole discretion, may allow the parties or their representatives to personally appear and make oral

statements in favor of their positions. Any party or representative so appearing shall be subject to answer questions put to him/her by any member of the appellate review body.

9.8-5 Consideration of New or Additional Matters

New or additional matters or evidence not raised or presented during the original hearing or in the hearing report and not otherwise reflected in the record shall be introduced at the appellate review only in the discretion of the appellate review body, following an explanation by the party requesting the consideration of such matter or evidence as to why it was not presented earlier.

9.8-6 Powers

The appellate review body shall have all powers granted to the Hearing Committee, and such additional powers as are reasonably appropriate to the discharge of its responsibilities.

9.8-7 Presence of Members and Vote

All members of the appellate review body must be present throughout the review and deliberations. If a member of the review body is absent from any part of the proceedings, he/she shall not be permitted to participate in the deliberations or the decision.

9.8-8 Recesses and Adjournment

The appellate review body may recess and review proceedings and reconvene the same without additional notice for the convenience of the participants or for the purpose of obtaining new or additional evidence or consultation. Upon the conclusion of oral statements, if allowed, the appellate review shall be closed. The appellate review body shall thereupon, at a time convenient to itself, conduct its deliberations outside the presence of the parties. Upon the conclusion of these deliberations, the appellate review shall be declared finally adjourned.

9.8-9 Action Taken

The appellate review body may recommend that the Board affirm, modify or reverse the adverse result or action taken by the MEC or by the Board, or in its discretion, may refer the matter back to the hearing committee for further review and recommendation to be returned to it within fifteen (15) days and in accordance with its instructions. Within fifteen (15) days after receipt of such recommendation after referral, the appellate review body shall make its recommendation to the Board as provided in this section.

9.8-10 Conclusion

The appellate review shall not be deemed to be concluded until all of the procedural steps provided herein have been completed or waived.

9.9 FINAL DECISION OF THE BOARD

9.9-1 Board Action

Within thirty (30) days after the conclusion of the appellate review, the board shall render its final decision in the matter in writing and shall send notice to the President of the Medical Staff, and to the MEC. If this decision is in accord with the MEC's last recommendation in the matter, if any, it shall be immediately effective and final. If the Board's action has the effect of changing the MEC's last such recommendation, if any, the Board shall refer the matter to a Joint Conference review as provided below. The Board's action on the matter following receipt of the Joint Conference recommendation shall be immediately effective and final.

9.9-2 Joint Conference Review

Within thirty (30) days of its receipt of a matter referred to it by the Board pursuant to the provisions of this Plan, a Joint Conference of equal number of Medical Staff and Board members shall convene to consider the matter and shall submit its recommendation to the Board. The Joint Conference shall be composed of a total of ten (10) members selected in the following manner: the Board representatives shall be appointed by the Board; the Medical Staff representatives shall be appointed by the President of the Medical Staff with MEC approval.

9.10 GENERAL PROVISIONS

9.10-1 Hearing Officer Appointment and Duties

The use of a hearing Officer to preside at an evidentiary hearing is optional. The use and appointment of such Officer shall be determined in discretion of the Board after consultation with the president of the Medical Staff. A hearing Officer may or may not be an attorney at law but must be experienced in conducting hearings. He/she shall act in an impartial manner as the presiding Officer of the hearing. If requested by the hearing committee, he/she may participate in its deliberations and act as its legal advisor, but he/she shall not be entitled to vote.

9.10-2 Attorneys

If the affected Practitioner desires to be represented by an attorney at any hearing or at any appellate review appearance pursuant to section 9.5-3, his/her request for such hearing or appellate review

must so state. The request for hearing shall identify the name and contact information of the attorney for the affected Practitioner. The MEC or the Board may also be represented at the hearing or appellate review by an attorney. The foregoing shall not be deemed to limit the Practitioner or the Board in the use of legal counsel in connection with preparation for a hearing or an appellate review.

9.10-3 Waiver

If at any time after receipt of special notice of an adverse recommendation, action or result, a Practitioner fails to make a required request or appearance or otherwise fails to proceed or to comply with this Fair Hearing Plan, will be deemed to have consented to such adverse recommendation, action or result and to have voluntarily waived all rights to which he/she might otherwise have been entitled under the Medical Staff Bylaws then in effect or under this Fair Hearing Plan with respect to the matter involved.

9.10-4 Number of Reviews

Notwithstanding any other provision of the Medical Staff Bylaws or of this Plan, no Practitioner shall be entitled as a right to more than one evidentiary hearing and appellate review with respect to an adverse recommendation or action.

9.10-5 Extensions

Stated time periods and limits for actions, notices, requests, submissions of material and scheduling in Article IX may be extended upon the agreement of the parties and, when necessary, the hearing committee or appellate review body.

9.10-6 Release

By requesting a hearing or appellate review under Article IX, a Practitioner agrees to be bound by the provisions in Article XIII of the Medical Staff Bylaws and by the laws of the State of Wisconsin relating to immunity from liability.

9.6-7 Reports to the National Practitioners Data Bank

The CEO shall report all adverse actions, as defined in the Healthcare Quality Improvement Act of 1986, to the National Practitioners Data Bank only upon the adoption by the Governing Body of such adverse action as being a final action of the Governing Body, or as otherwise required by law. The Governing Body's adoption of such adverse action as a final action shall only occur after the hearing process set forth in the Fair Hearing Procedure has been followed.

9.6-8 Arbitration

Any controversy, dispute or disagreement arising out of or relating to, the Medical Staff Bylaws, the Appointment Procedure, the Fair Hearing Procedure, rights arising thereunder or the breach thereof (except for any Hearing Procedure requested by a Practitioner in connection with matters with respect to which the adequate notice and hearing provisions of the Health Care Quality Improvement Act of 1986, as amended from time to time, apply) shall be settled exclusively by arbitration, which shall be conducted in Wausau, Wisconsin in accordance with the American Health Lawyers Association Alternative Dispute Resolution Service Rules of Procedure for Arbitration, and judgment on the award rendered by the arbitrator may be entered in any court having jurisdiction thereof.

ARTICLE X: OFFICERS

10.1 OFFICERS

10.1-1 Identification

The Officers of the Medical Staff shall be:

- (a) President
- (b) Vice President
- (c) Secretary

10.2 QUALIFICATIONS

Candidates for Medical Staff Officers must be a Physicians and have a proven track record of distinguished leadership and service to the medical community and be willing to commit to a program of further leadership development. All Medical Staff Officers must possess and maintain the qualifications defined below. Failure to do so shall automatically remove the member from the office involved:

10.2-1 Members of the Active Medical Staff in good standing at NCHC at time of nomination and election and throughout the entire term of office.

10.2-2 Have affirmatively established that they possess competence through the credentialing process.

10.2-3 Willing and able to discharge faithfully the duties and responsibilities of the position to which the individual aspires.

10.2-4 Willing and able to utilize email and other electronic means of communication to carry out their responsibilities.

10.3 NOMINATIONS

The MEC will act as a Nominating Committee of the Medical Staff for purposes of identifying qualified candidates for Medical Staff Officers. The MEC shall annually review members of the Active Staff demonstrating proven leadership capability and meeting the qualifications described in this Article to determine a slate of at least one nominee for each vacant position. Potential nominees must be recommended to a Nominating Committee member at least fourteen (14) calendar days prior to the annual meeting of the Medical Staff. The MEC is responsible to bring forward the final slate.

10.4 ELECTION

Officers of the Medical Staff shall be elected at the annual meeting of the Medical Staff. Only Physician members of the active Medical Staff shall be entitled to vote.

10.5 TERM OF OFFICE

All Officers shall serve terms of two (2) years or until their successor is duly elected. Officer terms shall commence on January 1 following election.

10.6 VACANCIES AND REMOVAL FROM OFFICE

10.6-1 Vacancies

Should any Officer resign their position prior to fulfillment of their term, such resignation must be tendered in writing to the CEO and to the MEC.

Vacancies in these offices shall be addressed by recommendation of the remaining Officers, following approval of the MEC and voted upon by the Medical Staff at a special election held for that purpose. The special election shall be initiated within fourteen (14) calendar days of the MEC approval and will follow the standard election process described in these Bylaws. The recommendation may modify the number of Officers serving and/or the responsibilities of each Officer, as described in section 7 of this article.

Service in an amended role due to unanticipated vacancy shall not count toward the term limitations described in these Bylaws.

10.6-2 Removal from Office

Any Officer of the Medical Staff may be removed at the discretion of the Board of Directors. The MEC by a seventy-five percent (3/4) vote, may remove any Medical Staff Officer for conduct detrimental to the interests of NCHC as defined by the MEC, or if the individual is suffering from a physical or mental infirmity that renders the individual incapable of fulfilling the duties of that office. Notice of the meeting at which such action shall be decided must be given in writing to the affected individual at least fourteen (14) calendar days prior to the meeting. The Officer shall be afforded the opportunity to speak prior to a final decision concerning removal.

Any Medical Staff Officer who is found by the Board, in consultation with the MEC, to no longer meet the qualifications for the position set forth in these Bylaws shall automatically relinquish his/her office. Medical Staff Officers will automatically be removed from office upon loss of clinical privileges with NCHC or upon loss of licensure.

10.7 RESPONSIBILITIES

Unless amended as described in section 6 of this article, the following are the responsibilities of Medical Staff Officers.

10.7-1 Officers

While these responsibilities are primarily those of the President of the Medical Staff, they are also expectations of the other Medical Staff Officers. All Officers shall:

- (a) Be accountable to the Board of Directors in conjunction with the MEC, for the quality and efficiency of clinical services and performance within NCHC and for the effectiveness of quality review and evaluation functions delegated to the Medical Staff by means of regular reports and recommendations based on results of these activities;
- (b) Communicate and represent the opinions, policies, concerns, needs and grievances of the Medical Staff to the Board of Directors, the CEO, the CMO and other officials of the Medical Staff;
- (c) Act in coordination and cooperation with the CEO in all matters of mutual concern with respect to NCHC Programs and the Hospital;
- (d) Develop and implement, in cooperation with the Chief Medical Officer, methods for quality review activities including ongoing monitoring of practice, credentials review, delineation of privileges and specified services, continuing education and utilization review; and,
- (e) Be responsible for the enforcement of the Medical Staff Bylaws, Rules and Regulations, for implementation of sanctions where these are indicated, and for the Medical Staff's compliance with procedural safeguards in all instances where corrective action has been requested against a Practitioner.

10.7-2 The President shall:

- (a) Call, preside at, and be responsible for the agenda of all general meetings of the Medical Staff;
- (b) Chair the MEC, assuming oversight authority of the responsibilities of the MEC;
- (c) Appoint members to Committees (except for the MEC) as described in these Bylaws;
- (d) Be the spokesperson for the Medical Staff in its external professional and public relations; and,

- (e) Receive and interpret the policies of the Board of Directors to the Medical Staff and report to the Board of Directors on the performance and maintenance of quality with respect to the Medical Staff's delegated responsibilities to provide medical care.

10.7-3 The Vice President shall:

- (a) Assume all the responsibilities and have the authority of the President in the absence of the President in the event of his/her temporary inability to perform due to illness, absence from the community or unavailability for any other reason;
- (b) Perform such responsibilities as assigned by the President.

10.7-4 The Secretary shall:

- (a) Perform such responsibilities as assigned by the President;
- (b) Ensure accurate and complete records of Medical Staff meetings as appropriate; and
- (c) Attend to all correspondence and perform such other responsibilities as pertain to the functions of Secretary.
- (d) Assure that proper notice is given of all general and special meetings of the Medical Staff.

ARTICLE XI: COMMITTEES

Committees of the Medical Staff will be designated by the MEC. All meetings of the Medical Staff shall be considered peer review meetings. Thus all minutes and correspondence of a peer review committee shall be confidential and all members and personnel of the peer review committee shall enjoy all the rights, responsibilities, and protections of the Wisconsin peer review statute. The President of the Medical Staff may attend any meeting of the Medical Staff.

The Chairs of Medical Staff Committees shall usually be Active Staff members, meeting the same qualifications as Medical Staff Officers. They will be appointed annually by the President of the Medical Staff subject to the approval of the MEC. The MEC composition is explicitly defined in Section 1 of this Article. Committee members may also be appointed by the President, subject to MEC approval, unless otherwise described in these Bylaws. Committee members are expected to utilize email and other means of electronic communication in order to fulfill their responsibilities.

Each committee will ensure rules, regulations and policies document committee responsibilities, meeting frequency, attendance requirements, if any, quorum, voting mechanisms, record keeping, and other key elements, if not already defined in the Bylaws. Consent Agendas are encouraged. A Board member appointed by the Chair of the Board may serve on administrative committees without voting right. When requested by Medical Staff Officers, non-Medical Staff members may serve as members of Committees without vote.

11.1 MEDICAL EXECUTIVE COMMITTEE (MEC)

11.1-1 Composition

The Medical Executive Committee (MEC) shall be a standing committee of the Medical Staff. The MEC shall consist of the Officers of the Medical Staff and the CEO. Clinician members of the MEC shall be licensed Physicians who are members of the Active Staff of the Medical Staff.

11.1-2 Chair and Oversight

The MEC is chaired by the President of the Medical Staff and has primary authority for activities related to self-governance of the Medical Staff to ensure the quality of medical care, treatment, and services and for performance improvement of the professional services provided by the Medical Staff, reporting to the NCHC Board of Directors. Their ultimate priority is to support the Medical Staff's provision of safe and quality patient care, placing the best interests of patients first in all matters.

The MEC shall coordinate the activities and general policies of the Medical Staff and shall represent and act for the Medical Staff as whole, under such limitations as may be imposed by the Medical

Staff. The Medical Staff may limit or expand the powers of the MEC by amending this Article using the Bylaws amendment process described in Article XVIII, and if necessary, the conflict resolution process described in Article XV.

The Chair of the Board of Directors may serve as an ad hoc member of the MEC without vote.

In the absence of the President of the Medical Staff, the Vice President or the President's appointee shall act as chair.

11.1-3 Responsibilities:

The responsibilities of the MEC shall be to:

- (a) Execute primary authority for activities related to self-governance of the Medical Staff and for performance improvement of the professional services provided by all Practitioners privileged through the Medical Staff process.
- (b) Represent and to act on behalf of the Medical Staff, including the authority to act on behalf of the Medical Staff between Medical Staff meetings, subject to such limitations as may be imposed by these Bylaws;
- (c) Recommend revisions to and updating of the Medical Staff Bylaws and all Medical Staff rules, regulations, policies, forms, and associated documents;
- (d) Approve and coordinate the activities and general policies of the various Committees, receiving and acting upon reports and recommendations from Medical Staff Committees;
- (e) Recommend those serving in Medical Staff Officer positions;
- (f) Establish Medical Staff Committees, or discontinue them when their purpose has been served, by a seventy-five (75) percent or three-quarters (3/4) vote;
- (g) Implement rules, regulations, and policies and procedures of the Medical Staff based on the recommendations of Specialties, Divisions, and Committees;
- (h) Recommend action to the Board of Directors on NCHC organizational management matters (e.g., long range planning);
- (i) Fulfill the Medical Staff's accountability to the Board of Directors for the medical care provided to patients;

- (j) Be responsible for Medical Staff compliance with Wisconsin Department of Health Services regulations, accreditation standards of The Joint Commission, and other relevant accreditation-granting or regulatory organizations;
- (k) Review all applicants for initial appointment, reappointment, and requested privileges, as recommended by the MEC; and then to make recommendations to the Board of Directors for appointment and delineation of Clinical privileges;
- (l) Take all reasonable steps to ensure professionally ethical conduct and competent clinical performance on the part of all members of the Medical Staff including the initiation of and/or participation in collegial, disciplinary, or review measures when warranted;
- (m) Lead the Medical Staff in collaboration with the organization's performance improvement activities, including measuring, assessing and improving processes that primarily depend on the activities of Medical Staff;
- (n) Keep the Medical Staff apprised of MEC activities on an ongoing basis and solicit input.

11.1-4 Exclusive Recommendations to the Board

The MEC shall make recommendations directly to the Board of Directors on at least the following matters:

- (a) Medical Staff membership.
- (b) Medical Staff structure.
- (c) Process used to review credentials and delineate privileges.
- (d) Delineation of privileges of each Practitioner privileged through the Medical Staff process.
- (e) MEC's review of and actions on reports of Medical Staff committees, departments, and other assigned activity groups.

11.1-5 MEC Meetings

The MEC shall meet on a regular basis, at least monthly or more frequently as warranted. The CEO or his designee shall attend meetings of the MEC on an ex-officio basis but shall have no vote.

The MEC shall determine the time and date of each meeting. Fifty percent (50%) of members shall constitute a quorum. The committee has an attendance requirement of at least fifty percent (50%) of the meetings.

A simple majority of those present and voting at a meeting in which quorum is present shall be the action of the Committee except as

described above. Use of Consent Agenda is encouraged. Ad hoc committees may be appointed as needed to complete special projects. Policies may be developed to further guide the work of the committee.

The President of the Medical Staff, the Vice President or the Secretary/Treasurer may request a meeting. Such a request must be honored within a period of one (1) week following such notification to the President of the Medical Staff or designee. A record of all proceedings of the MEC shall be made and retained indefinitely.

11.1-6 Bylaws Review & Recommendation

Conduct a review of the Bylaws on at least on an annual basis and submit recommendations to the Board.

11.1-7 Miscellaneous

To review reports that are referred by other committees and respond as requested.

11.1-8 Mechanisms/Policy Development

- (a) To approve and monitor the qualifications, criteria, and other policies and requirements for consideration of credentialing recommendations, as well as review and act upon requests for development of cross-specialty privilege criteria, as described in associated Medical Staff policies and in accordance with Articles V and VI of these Bylaws;
- (b) To approve and monitor the mechanisms used to verify and evaluate information used in the formation of credentialing recommendations, in accordance with these Bylaws;
- (c) To recommend to the MEC the Specialties to be recognized by the Medical Staff for specific representation in the Medical Staff structure.

11.1-9 Credentialing Recommendations:

- (a) To review the credentials of all applicants for appointment and reappointment and to make recommendations to the Board for membership and delineation of clinical privileges, if any requested, as described in these Bylaws;
- (b) To review at least every two years the current competence of Medical Staff and as a result of such reviews to make recommendations to the Medical Staff Executive Committee for the granting of reappointment and renewed clinical privileges. Such review will include: Patient Care; Medical/Clinical Knowledge; Practice Based Learning and

Improvement; Interpersonal and Communication Skills; Professionalism; and Systems Based Practices.

11.1-10 Whenever an applicant's practice is in direct economic competition with the practice of a member of the MEC, the conflicting committee member shall abstain from voting during proceedings relating to the credentials of the conflicting party and such abstention shall be recorded in the minutes of the applicable proceeding.

11.1-11 Establishment of Written Criteria

The MEC shall solicit recommendations from the clinical departments/programs at least every two years concerning written criteria for the granting of clinical privileges within each department/program. The MEC shall take such recommendations and prepare its own recommendations. Recommendations from the MEC regarding establishment of written criteria shall be forwarded to the Governing Body for final approval.

11.2 QUALITY COMMITTEES

At least one member of the Medical Staff shall serve on the NCHC Human Services and Nursing Home Operations Quality Committees to fulfill the following responsibilities.

11.2-1 Duties-Responsibilities

- (a) Provide organization wide leadership, guidance, and oversight for the implementation of multidisciplinary clinical quality improvement initiatives.
- (b) Ensure that quality care initiatives are consistent with current standards of practice and comparative performance data where available.
- (c) Review results of all patient care outcomes and procedure efficacy.
- (d) Ensure that quality initiatives are acted upon and reported in a timely fashion.
- (e) Assist in the identification of and ensure the execution of new clinical care opportunities for improvement.
- (f) Participate in decision-making for organizational quality of care issues (standards of care, conflict resolution, peer review process and/or external review, adverse occurrence/sentinel event issues, etc.)

- (g) Provide consultation to service areas regarding report completeness, comprehensiveness, and continuity with process improvement initiatives.
- (h) Work collaboratively to ensure an integrated approach to process improvement initiatives.
- (i) Participate in the annual evaluation of organizational wide quality program structures, coordination, and effectiveness and make recommendations for improvement. Ensure annually that the Quality Plan is current and executed.
- (j) Issues raised through the Medical Staff peer review process will be brought to the appropriate Quality Committee for evaluation and action as necessary.

11.2-2 Process Improvement Initiatives

Process improvement initiatives include, but are not limited to:

- (a) Ongoing monitoring and evaluation of specific quality indicators.
- (b) Clinical process improvement teams with focus on key aspects of care.
- (c) Review and evaluation of clinical risk management trend data.
- (d) Patient experience feedback and complaint management information
- (e) Key functions where continuous quality improvement shall be performed include but are not limited to: pharmacy and therapeutics and medication use, surveillance, control and prevention of infection, and invasive procedures, medical record review, clinical risk management, utilization management, patient care and assessment, patient rights and patient education, clinical care improvement.

11.3 MULTIDISCIPLINARY COMMITTEES

Multidisciplinary committees will be developed by the Medical Staff on an ongoing basis for designated purposes, with Medical Staff membership appointed by the President of the Medical Staff. Each committee will document its purpose and responsibilities in rules, regulations, and policies as appropriate, and retain a record of its proceedings for at least 10 years. Consent Agendas are encouraged.

The MEC will receive reports from these committees as necessary, provide leadership and resources, and approve business as related to their

responsibilities. An official listing of these committees will appear on the annual Medical Staff Committee List.

ARTICLE XII: MEDICAL STAFF MEETINGS

12.1 REGULAR STAFF MEETINGS

The Medical Staff as a whole shall meet on a bi-monthly basis. The Medical Staff Officers may authorize additional general staff meetings including adequate notice specifying time, date, place, and business of meeting.

12.2 SPECIAL STAFF MEETINGS

Special meetings of the Medical Staff may be called at any time by a Medical Staff Officer. Reasons for the special meeting shall be stated on the notice of meeting. The agenda shall be limited to the reading of the notice; calling the meeting; discussion of the business for which the meeting was called and adjournment.

12.3 QUORUM / VOTING / RECORD KEEPING

Quorum at a Regular or Special Meeting is those present. A simple majority of those present and authorized to vote at a meeting shall be the action of the Medical Staff. Attendance is strongly encouraged. Consent agendas are encouraged.

Record of Medical Staff meetings will be retained for ten (10) years. In lieu of meeting, use of mail, telephone, videoconference, email, fax, or other forms of electronic communication, to conduct business is encouraged.

12.4 CLOSED MEETINGS / EXECUTIVE SESSIONS

Medical Staff may move into closed session pursuant to Section 19.85(1)(c) Wis. Stats. for the purpose of considering employment and/or performance evaluation of any public employee over which the governmental body exercises responsibility, and Section 19.85(1)(f) Wis. Stats for preliminary consideration of financial, medical, social or personal histories or disciplinary data of specific persons, which if discussed in public, would likely have a substantial adverse effect upon the reputation of any person referred to in such histories or data, including specific review of performance of employees and providers of service and review of procedures for providing services by Agency.

The President of the Medical Staff or Officer of any meeting of the Medical Staff or its Committees may invite or excuse any or all individuals who are not voting members of the unit, irrespective of their status.

ARTICLE XIII: PRIVILEGE AND IMMUNITY / CONFIDENTIALITY

13.1 PRIVILEGES AND IMMUNITIES

The Board, any committees of the Medical Staff and/or of the Board who conduct Professional Review Activities and any individuals within NCHC authorized to conduct Professional Review Activities, hereby constitute themselves as Professional Review Bodies as defined in the Health Care Quality Improvement Act of 1986 and in the Wisconsin Act. Each Professional Review Body hereby claims all privileges and immunities afforded to it by said federal and state statutes. Any action taken by a Professional Review Body pursuant to these Medical Staff Bylaws or the Appointment Procedure shall be in the reasonable belief that it is in furtherance of quality health care (including the provision of care in a manner that is not disruptive to the delivery of quality medical care at NCHC) only after a reasonable effort has been made to obtain the true facts of the matter, after adequate notice and hearing procedures are afforded to any applicant or Medical Staff Appointee, and only in the reasonable belief that the action is warranted by the facts known after a reasonable effort has been made to obtain the facts.

13.2 AUTHORIZATIONS AND CONDITIONS

By applying for appointment or reappointment to the Medical Staff, or for advancement in Medical Staff category, or for particular clinical privileges or changes in clinical privileges, the affected applicant or Medical Staff Appointee:

- (a) Authorizes NCHC and Medical Staff representatives to solicit and act upon information, including otherwise privileged or confidential information, provided by third parties bearing on his or her credentials and agrees that any information so provided shall not be required to be disclosed to him or her if the third party providing such information does so on the condition that it be kept confidential.
- (b) Authorizes third parties to release information, including otherwise privileged or confidential information, as well as reports, records, statements, recommendations and other documents in their possession, bearing on his or her credentials to any NCHC or Medical Staff representative, and consents to the inspection and procurement by any NCHC or Medical Staff representative of such information, records and other documents.
- (c) Authorizes the NCHC or Medical Staff representatives to release such information, when requested by the applicant, to other healthcare entities and their agents, who solicit such information for the purpose of evaluating the individual's professional qualifications pursuant to the individual's request for appointment, reappointment or clinical privileges.

- (d) Authorizes NCHC or Medical Staff representative to maintain information concerning the applicant's or Medical Staff appointee's age, training, board certification, licensure and other confidential information in a centralized Practitioner data base for the purpose of making aggregate Practitioner information available for use by NCHC or Medical Staff.
- (e) Authorizes NCHC or Medical Staff to release confidential information, including peer review and/or quality assurance information, obtained from or about the applicant or Medical Staff appointee to peer review committees of NCHC and the Medical Staff and affiliates of NCHC for purposes of reducing morbidity and mortality and for the improvement of patient care.
- (f) Agrees to appear for a personal interview at any reasonable time requested by any NCHC or Medical Staff representative.
- (g) Consents to the reporting by any NCHC representative of information to the National Practitioner Data Bank established pursuant to the Health Care Quality Improvement Act of 1986 which such representative believes in good faith is required by law to be reported.
- (h) Releases from any liability (1) all NCHC and Medical Staff representatives for their acts performed in connection with evaluating his or her credentials or releasing information to other institutions for the purpose of evaluating his or her credentials, in compliance with the Medical Staff Bylaws; and (2) all third parties who provide information, including otherwise privileged or confidential information, to the NCHC representatives concerning his or her credentials, unless such information is false and the third party providing it knew it was false.
- (i) Agrees that, if any adverse decision is made with respect to him or her, (1) he or she will follow and exhaust the administrative remedies afforded by the Medical Staff Bylaws and the Hearing Procedure as a prerequisite to any other action, and (2) he or she will have the burden of demonstrating that he or she meets the standards for appointment or continued appointment to the Medical Staff or for the clinical privileges requested.
- (j) Agrees that the foregoing provisions are in addition to any agreements, understandings, covenants, waivers, authorizations or releases provided by law or contained in any application or request forms.

13.3 CONFIDENTIALITY OF INFORMATION

Information with respect to any Practitioner submitted, collected or prepared by any representative of this or any other health care facility or organization or Medical Staff for the purpose of achieving and maintaining quality patient

care, reducing morbidity and mortality, or contributing to clinical research shall, to the fullest extent permitted by law, be confidential and shall not be disseminated to anyone other than a representative nor be used in any way except as provided herein or except as otherwise required by law. Such confidentiality shall also extend to information of like kind that may be provided by third parties. This information shall not become part of any particular patient's file or of the general NCHC records.

13.4 IMMUNITY FROM LIABILITY

13.4-1 For Action Taken

No representative of NCHC or Medical Staff shall be liable to a Practitioner for damages or other relief for any action taken or statement or recommendation made within the scope of his/her duties as a representative, if such representative acts in good faith after a reasonable effort under the circumstances to ascertain the truthfulness of the facts and in the reasonable belief that the action, statement or recommendation is warranted by such facts. Regardless of the provisions of state law, truth shall be an absolute defense in all circumstances.

13.4-2 For Providing Information

No representative of NCHC or Medical Staff and no third party shall be liable to a Practitioner for damages or other relief by reason of providing information, including otherwise privileged or confidential information, to a representative of NCHC or Medical Staff or to any other health care facility or organization of health professionals concerning a Practitioner or allied health Practitioner who is or has been an applicant to or member of the staff or who did or does exercise clinical privileges or provided specified services at NCHC, provided that such representative or their party acts in good faith.

13.5 ACTIVITIES AND INFORMATION COVERED

13.5-1 Activities

The confidentiality and immunity provided by this article shall apply to all acts, communications, reports, recommendations or disclosures performed or made in connection with this or any other health care facility or organization's activities concerning, but not limited to:

- (a) Applications for appointment, clinical privileges, or specified services;
- (b) Periodic reappraisals for reappointment, clinical privileges or specified services;
- (c) Corrective action;

- (d) Hearings and appellate reviews;
- (e) Utilization reviews; and,
- (f) Other NCHC committee or staff activities related to monitoring and maintaining quality patient care and appropriate professional conduct.

13.5-2 Information

The acts, communications, reports, recommendations, disclosures, and other information referred to in this article may relate to a Practitioner's professional qualifications, clinical ability, judgment, character, physical and mental health, emotional stability, professional ethics, or any other matter that might directly or indirectly affect patient care.

13.5-3 Scope of Immunity

The scope of immunity provided hereunder shall extend to all Professional Review Activity conducted by any Professional Review Body. Professional Review Activities will include activities relating to any individual Practitioner to determine whether such individual may have Medical Staff or clinical privileges or to determine the scope of or any limitations or conditions to any such privileges or membership. Professional Review Body(s) shall include any committee, department, division or individual having any authority to make any adverse determination or recommendations regarding any Practitioner.

13.5-4 Privileges of Immunity

The Board of Directors, any committees of the Medical Staff and/or of the Board of Directors who conduct Professional Review Activities and any individuals within NCHC authorized to conduct Professional Review Activities, hereby constitute themselves as Professional Review Bodies as defined in the Health Care Quality Improvement Act of 1986 and equivalent Wisconsin laws. Each Professional Review Body hereby claims all privileges and immunities afforded to it by said federal and state statutes. Any action taken by a Professional Review Body pursuant to these Medical Staff Bylaws or the Appointment Procedure shall be in the reasonable belief that it is in furtherance of quality health care (including the provision of care in a manner that is not disruptive to the delivery of quality medical care at NCHC) only after a reasonable effort has been made to obtain the true facts of the matter, after adequate notice and hearing procedures are afforded to any applicant or Medical Staff Appointee, and only in the reasonable belief that the action is warranted by the facts known after a reasonable effort has been made to obtain the facts.

13.6 RELEASES

Each Practitioner shall, upon request of NCHC, execute general and specific releases in accordance with the tenor and import of this Article, subject to such requirements, including those of good faith, absence of malice and the exercise of a reasonable effort to ascertain truthfulness, as may be applicable under the laws of Wisconsin. Execution of such releases shall not be deemed a prerequisite to the effectiveness of this Article.

13.7 CUMULATIVE EFFECT

Provisions in these Bylaws and in application forms relating to authorizations, confidentiality of information and immunities from liability shall be in addition to other protections provided by law and not in limitation thereof, and in the event of conflict, the applicable law shall be controlling.

ARTICLE XIV: RULES, REGULATIONS, POLICIES and FORMS

The Medical Staff, through Committees, shall adopt such rules, regulations, policies and forms as may be necessary to implement more specifically the general principles found within these Bylaws, subject to the approval of the MEC and Board. These shall relate to the proper conduct of Medical Staff, organizational activities, and the level of practice that is to be required of each Practitioner at NCHC. Such Rules, Regulations, Policies and Forms are attendant to these Bylaws.

Rules, Regulations, Policies and Forms may be created, deleted or modified by recommendation of the responsible Committee, following their established rules for quorum and voting, subject to the approval of the MEC and Board. The Medical Staff shall be informed of these activities via meetings, publications, posting or other efficient methods of information dissemination, and provided opportunity to comment for MEC consideration.

Applicants and members of the Medical Staff shall be governed by such Rules, Regulations, Policies and Forms as are properly initiated and adopted. If there is a conflict between the Bylaws and Rules, Regulations, Policies and Forms, the Bylaws shall prevail.

ARTICLE XV: CONFLICT RESOLUTION

- 15.1** This Article establishes mechanisms by which the Board will address:
- 15.1-1 A situation where the Medical Staff disagrees with an MEC action that is not related to a peer review action, which also includes new or revised policy, rules and/or regulations.
 - 15.1-2 A request to revise the Medical Staff Bylaws that is brought by the Medical Staff directly to the Board.
 - 15.1-3 A proposal to alter a Medical Staff policy or rule/regulation that is brought by the Medical Staff directly to the Board.
 - 15.1-4 Conflict between the Medical Executive Committee and the Board of Directors that is not otherwise addressed in other sections of these Bylaws.
- 15.2** A Medical Staff concern regarding an action of the MEC or a new or revised policy, rule or regulation following MEC recommendation and Board approval:
- 15.2-1 The membership may appeal for MEC reconsideration by written petition of at least fifty-one percent (51%) of Active Staff members to the MEC, outlining specifically the concern(s) and recommended remedies. The MEC must review the request at their next regularly-scheduled meeting and respond to the request within sixty (60) days of the meeting.
 - 15.2-2 If, following the above process, dissatisfaction persists, the petition may be presented to the Chair of the Board of Directors, or via the CEO with notice to the President of the Medical Staff. Within thirty (30) days of receipt of the petition, equal members from the Medical Staff and the Board shall be convened. Board members shall be selected by the Chair of the Board. For purposes of conflict resolution between the Medical Staff and MEC, Medical Staff members shall be selected by the petitioners to represent the concerns outlined in the written petition and one (1) will be a member of the MEC selected by the President of the Medical Staff.
 - 15.2-3 The identified individuals (15.2-2) shall review the petition, MEC record, any related documentation, and conduct such other inquiry as it may deem appropriate for the purpose of rendering a recommendation to the Board. Within ten (10) days of its final deliberations, the identified individuals shall, by written memorandum to the MEC and to the Board, submit its recommendation on the matter. The recommendation will be considered by the Board at its next regularly-scheduled meeting and a final decision made within 30 days.

- 15.3** If the Medical Staff wish to propose a revision to the Medical Staff Bylaws, alter an existing policy, rule or regulation, or propose a new policy, rule, or regulation:
- 15.3-1 The Medical Staff should follow the customary processes outlined in these Bylaws and associated policies to request consideration. If following the customary processes additional consideration is desired, the written petition process to the MEC described in this article is the appropriate next step.
- 15.3-3 If following the petition process, dissatisfaction persists, the process described in 15.2-1 through 15.2-3 may be utilized and will result in a final determination by the Board.
- 15.4** Should conflict exist between the MEC and the Board of Directors that is not otherwise addressed in other sections of these Bylaws, a Joint Conference Committee of equal members from the MEC and the Board shall be convened. Board members shall be selected by the chair of the Board. Through the collaboration of the Board Chair and the Medical Staff President, a time table will be established for resolution.

ARTICLE XVI: DUES AND ASSESSMENTS

The MEC has the authority to levy fees, dues and assessments for applicants and each category of staff membership and to determine the manner of expenditure of funds received. The process of establishing and collecting dues and assessments is outlined in the Dues and Assessments policy.

ARTICLE XVII: HISTORIES & PHYSICALS

A complete History and Physical (H&P) is required for all inpatient admissions. This can be accomplished by dictation and/or an H&P documented directly in the chart.

The H&P may be accomplished within twenty-four (24) hours after inpatient admission.

For an H&P that was completed within thirty (30) days prior to inpatient admission, an update documenting any changes in the patient's condition is completed within twenty-four (24) hours of inpatient admission.

All Practitioners with clinical privileges may perform H&Ps; however, Physician Assistants must have their documentations co-signed by a Medical Staff member within 30 days of patient discharge.

ARTICLE XVIII: BYLAWS AMENDMENTS / REVISIONS AND ADOPTION

18.1 MEDICAL STAFF RESPONSIBILITY

The Medical Staff shall have the initial responsibility to formulate, adopt and recommend to the Board of Directors Medical Staff Bylaws and amendments thereto which shall be effective when approved by the Board of Directors. Such responsibility shall be exercised in good faith and in a reasonable, timely and responsible manner, reflecting the interests of providing patient care of the generally recognized professional level of quality and efficiency and of maintaining harmony of purpose and effort with the Board of Directors and with the community.

18.2 METHODOLOGY

The Medical Staff Bylaws may be adopted by the following combined action:

18.2-1 Upon recommendation of the MEC, the Medical Staff Bylaws may be amended and/or revised in the following manner:

- (a) Proposed amendments shall be distributed by hand delivery, mail, fax, or other forms of electronic communication to members of the Active Staff. In the event of a vote outside of a Medical Staff Meeting, a ballot shall be enclosed with the proposed amendments that shall be returned to the designee of the President of the Medical Staff. A voting period of fourteen (14) calendar days from the date of distribution shall be established for return of ballots. In order for proposed amendments to be adopted, a simple majority of ballots returned from eligible voters approving adoption of the amendments must be attained; **or**
- (b) Proposed amendments shall be distributed by hand delivery, mail, fax, or other forms of electronic communication to members of the Active Staff at least fourteen (14) days in advance of a Medical Staff meeting with notice that a vote will occur at the meeting. In order for proposed amendments to be adopted, a simple majority of those present and eligible to vote approving adoption of the amendments must be attained.

18.2-2 Amendments adopted by the Medical Staff pursuant to 18.2-1 above will be effective only after approval by the Board of Directors. The Medical Staff Bylaws may be adopted and revisions accepted by the Board of Directors via an affirmative vote of the majority of the Board. Neither the Board nor Medical Staff may unilaterally modify the Medical Staff Bylaws. Provided, however, that in the event the Medical Staff shall fail to exercise its responsibility and authority as required, and after notice from the Board of Directors to such effect, including a Joint Conference Committee as stipulated in these

Bylaws, Section 9, the Board may use its legal initiative in formulating or amending Medical Staff Bylaws. In such event, Medical Staff recommendations and views shall be carefully considered by the Board during its deliberations and in its actions which shall be pursuant to this Section.

These Bylaws are adopted by the NCHC Board of Directors on the date set forth below:

REVISED: November 21, 2019

Adopted by the Medical Staff on: December, 19 2019

President, Medical Staff

Ratified by the NCHC Board of Directors on January 30, 2020:

Chairman, NCHC Board

Chief Executive Officer, NCHC

**RULES AND REGULATIONS
of the
MEDICAL STAFF OF
NORTH CENTRAL HEALTH CARE
Wausau, Wisconsin**

I. ADMISSION OF PATIENTS TO THE HOSPITAL

Patients shall be admitted to the hospital only on the recommendation of a Physician, licensed by the State and privileged by the facility to admit patients except where required by Wisconsin Statutes (involuntary detentions and commitments).

II. PRACTITIONER RESPONSIBILITY

1. Every patient shall be under the care of a Practitioner. Practitioners shall provide for an intensive treatment program.
2. A Physician shall be on duty or on call at all times.
3. If no physician is physically present, the "on call" physician will be contacted to provide/direct emergency care. Names and telephone numbers of physicians/medical service personnel available for emergency calls shall be posted at each nursing station..

For those Physicians who are part of a group practice in which not all members of the practice have privileges at NCHC, and all members of the practice rotate on call, the Attending Physician will provide to NCHC the list of Physicians who will be on call. Orders received from such Physicians will be accepted as if from the Attending Physician.

4. Ensure individuals arriving at the facility for examination/treatment of Psychiatric/AODA conditions are appropriately screened to determine whether an emergency medical condition exists. An emergency medical condition exists when a psychiatric and/or AODA condition manifests itself by acute symptoms of sufficient severity such that the absence of immediate attention could reasonably be expected to result in:
 - (a) Placing the health of the individual (or, with respect to a pregnant woman, the health of the woman or her unborn child) in serious jeopardy;
 - (b) Serious impairment to any bodily functions; and/or
 - (c) Serious dysfunction of any bodily organ or part.

Screening may be delegated to appropriately designated and qualified staff. For individuals with psychiatric conditions the medical

records will document an assessment of suicide attempt or risk, and disorientation or assaultive behavior that indicates a danger to self or others. For individuals with alcohol related conditions the medical records will indicate an assessment of recent substance usage (including Breathalyzer test as indicated), incapacitation, risk for withdrawal and dangerousness to self and/or others. Should an emergency medical condition be present the Physician (on site/on call) will be contacted to determine disposition, including, but not limited to examination/treatment by on site/on call Physician, transfer to Acute Care Hospital, or admission to NCHC Hospital unit.

- a. All individuals coming to the NCHC and found to have an emergency medical condition will be either provided:
 - 1) Stabilizing treatment within the capability of NCHC. Under the direction of the Physician, this treatment will be provided by members of the interdisciplinary treatment team (Medical, Nursing, Social, Dietary, and Rehab Services); or
 - 2) Transfer per Physician order to another medical facility to meet the needs of the individual. Transfer will occur either with informed consent of the individual or certification written by Physician. Certification shall state medical benefits of transfer outweigh the risks to individual.
5. In the event the Physician has reason to believe NCHC has received an individual who has been transferred in an unstable emergency medical condition from another hospital in violation of EMTALA (Emergency Medical Treatment and Labor Act) regulations, he/she will discuss with Administration appropriate action to be taken.
6. In compliance with Wisconsin Statutes, NCHC will not refuse emergency treatment to any sick or injured person. Practitioners are expected to comply with this requirement.

Wisconsin law prohibits hospitals to delay emergency treatment to a sick or injured person until credit checks, financial information forms, or promissory notes have been initiated, completed, or signed if, in the opinion of one of the following, who is an employee, agent, or staff member of NCHC, the delay is likely to cause increased medical complication, permanent disability, or death:

- (a) A Physician, Advanced Practice Practitioner, Registered Nurse, or Emergency Medical Technician-Paramedic.
- (b) A Licensed Practical Nurse under the specific direction of a Practitioner or Registered Nurse.

Further, the Omnibus Budget Reconciliation Act of Amendments of 1989 specifies that hospitals may not delay a medical screening examination or stabilizing treatment in order to inquire about the individual's method of payment or insurance status.

III. PRACTITIONER ORDERS

1. Any Practitioner desiring to establish routine nursing directives for his/her patient may do so.
2. Orders written by the Practitioner on the patient's chart must be time, dated, and authenticated. Telephone or verbal orders from a Physician may be obtained only by a Registered Nurse, Licensed Practical Nurse, Certified Physician Assistant, or another Practitioner.
3. All verbal and telephone orders must be authenticated, dated, and timed by the ordering provider, within 24 hours as outlined by state and federal regulations. Verbal orders should be limited to those situations in which it is impossible or impractical to write the order (i.e. an emergency) and are not to be used for the convenience of the ordering Practitioner. The Chief Medical Officer, Clinical Director and/or Medical Director and/or attending/consulting Physician may co-sign orders for other Physicians. For rehabilitation specific orders the appropriate therapist is authorized to contact the Physician and obtain an order to treat for the plan of care.
4. The Practitioner is responsible for obtaining informed consent(s) for psychotropic medication(s) prescribed.
5. Orders for medications, X-rays and laboratory tests must include the concise reason.
6. Orders for Restraint and/or Seclusion may be used for emergency situations only when it is likely that the patient may physically harm himself/herself or others, and other alternative modes of treatment are ineffective.

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(a) Restraints include:

- i. Any manual or physical or mechanical device (e.g., belts, restraint jackets, cuffs, ties), material or equipment that immobilizes or reduces the ability of a patient to move his or her arms, legs, body or head freely; or

Restraints do not include orthopedically prescribed methods that involve the physical holding of a patient for the purpose of conducting routine physical examinations or tests. Staff cannot use side rails to prevent a patient from getting out of bed as this constitutes a restraint, or wheel chair belts that a patient cannot remove.

- ii. Chemical restraints are a drug or medication used to manage the patient's behavior or restrict a patient's freedom of movement and which are not a standard treatment for the patient's medical or psychiatric condition. Standard treatment would include any of the following: medication use that is within the parameters set by the FDA, manufacturers specified use or evidence based practice, medication use that follows national practice standards, medication used to treat a specific condition based on the patient's symptoms, and medication use that would support the patient's stability, improvement in function, or improvement in quality of life. PRN medications that are standard treatment for a specific psychiatric illness may be used on a short term basis. Their use must be accompanied by documentation in the care plan/treatment plan, specifying the rationale and the target behaviors to be addressed.
- iii. Seclusion refers to the involuntary confinement of a patient alone in a room or area from which the patient is physically prevented from leaving. Seclusion may be used only for the management of violent or self-destructive behavior that jeopardizes the immediate physical safety of the patient, a staff member or others. Seclusion does not include being in a locked unit with others.
- iv. All orders for physical restraint and/or seclusion must include reason and duration during which restraint and/or seclusion may be used. Orders are to be time limited: 4 hours for adults, 2 hours for adolescents (9-17 years of age) and 1 hour for children (under age 9). An order may be renewed to continue physical restraints and/or seclusion beyond the 4/2/1 hour thresholds; Emergency restraint and/or seclusion may not continue for more than 24 hours without an evaluation by the Attending Physician and new written order.
- v. The Chief Medical Officer authorizes attending and on-call Physicians to initiate usage of either physical restraint and/or seclusion. The Chief Medical Officer further authorizes specially trained personnel to conduct the one-hour review following initiation of restraint or seclusion.
- vi. Advanced Practice Practitioners and Registered Nurses are authorized by the Chief Medical Officer to initiate physical restraint and/or seclusion in emergency situations. The Advanced Practice Practitioner or RN must then notify the Physician on call to obtain an order. The RN or Advance Practice Nurse Practitioner will see the patient and evaluate the need for restraint and/or seclusion every

hour after initiation of this intervention.

Patients with a recent history of physical aggression may be restrained during transport to or from the facility.

7. Lab work/X-ray/EKG.
8. Infection Control: TB Triage
9. Education/Distribution of Advanced Directive material in accordance with Federal Self Determination Act.
10. Medical history and exam must be ordered within thirty (30) days prior to admission or within 24 hours of admission. Neurological exam, including cranial nerves, must be addressed in exam.
11. All medications, including scheduled II drugs, antibiotics, anticoagulants, unless otherwise specified by the Practitioner, are valid with a maximum duration of 90 days. Prior to stopping these medications, Practitioner consultation is required.

IV. MEDICAL RECORDS

1. The attending Practitioner is responsible for a complete legible medical record for each patient. Its contents shall be pertinent and current. This record shall include identification data, legal status, personal history, family history, social history, history of present illness, physical examination, treatment plan, special reports such as consultation, clinical laboratory, x-ray and others, provisional diagnosis, final diagnosis, condition on discharge, discharge summary, follow-up, complaints, death certificate and autopsy report when available.

Discharge summaries are to be completed and authenticated within seven (7) days of discharge. These shall include the final diagnosis, reason for hospitalization, significant findings, condition of the patient on discharge and any special instructions provided.

The Medical Staff has delegated the responsibilities for completion of a Social Assessment Section of the Discharge Summary, to the Social Workers, and Intake Coordinator, and Substance Abuse Counselor.

2. Practitioner documentation shall include review/initialing of all lab/x-ray reports. This may be delegated to a Physician Assistant.

Psychiatric evaluation is required within 24 hours of admission. For readmission within 30 days, for same or related condition, an updated psychiatric evaluation may be completed. This evaluation addresses the patient's current status and/or any changes in the

patient's status, within seven (7) days prior to, or within twenty-four (24) hours after admission.

A psychiatric evaluation is required within 24 hours of admission. For AODA admissions the psychiatric evaluation and physical examination will be the responsibility of the internist who may request consultation from a psychiatric practitioner on their exam.

A physical exam is required for all patients within 24 hours of admission. For readmissions with 30 days, for same or related condition, an updated medical assessment may be completed.

A daily progress note must be written by the Attending Physician. An order is required from the Practitioner for a medical consult.

3. No medical record shall be filed until it is complete, except on order of the Medical Executive Committee.
4. Records shall not be taken out of the facility except as required or allowed by law or permitted by NCHC policy. Copies may be secured only by written authorization of the patient or defined by law.
5. In case of readmission of the patient, all previous records shall be available for the use of the Attending Physician. This shall apply whether the patient is attended by the same Physician or by another.
6. Any activity documented by a Medical Student, Resident Physician or Physician Assistant that requires co-signing will be co-signed by a Physician.
7. All clinical entries in the patient's medical record shall be accurately dated, timed, and authenticated with the name and title of the person making the entry. A signature stamp may not be used.
8. Symbols and abbreviations may be used only when they have been approved by the Medical Executive Committee. Abbreviations that are considered dangerous/unapproved abbreviations shall not be used at any time.
9. Final diagnosis shall be recorded in full in each patient record without the use of symbols or abbreviations.
10. If a medical record is not complete within thirty (30) days of discharge, the record will be permanently recorded as delinquent.

V. TRANSFERS

1. Transfers to a general hospital shall be made when services and treatment not offered at NCHC are indicated, e.g., surgery, transfusion, maternity, pathology, autopsy, etc.


2. Transfers shall be made in accordance with the transfer agreement in force with NCHC and general hospital or as emergency circumstances dictate.

VI. CONSULTATION

1. Except in an emergency, consultation with another qualified Practitioner may be held on cases in which, in the judgment of the attending Practitioner:
 - a. The diagnosis is unclear.
 - b. There is doubt as to the best therapeutic measures to be utilized.
2. The patient's Attending Physician shall be responsible for the determination that consultations are indicated.
3. Satisfactory consultation shall include examination of the patient and the record. A written opinion signed by the consultant shall be included in the medical record. The Attending Physician will subsequently review the consultation and incorporate the recommendation as appropriate in the patient's treatment plan.

VII. MISCELLANEOUS

1. Patients with known or suspected contagious diseases or conditions will be handled in accordance with established medical and administrative procedures, including standard precautions.
2. Nursing staff shall contact the Coroner in all cases of death for determination whether an autopsy is indicated.
3. NCHC respects and follows Statutory Advance Directives prepared by patients served. In the event the Practitioner determines he/she cannot honor the Statutory Advance Directive, he/she will remove himself/herself from the case and collaborate in transitioning care to another Practitioner.
4. Power of Attorney for Healthcare will be activated upon a collaborative determination by the healthcare team, including the Practitioner, unit staff and family/significant others. Documentation of such action will include the reason for the activation supported by a clinical mental status exam.

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Policy #: 300-xxx	Program: Business Operations 300
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Related Forms & Manuals

Purchase Order Form (available in the Purchasing area)
 Purchasing Procedure Manual

1. Purpose

The purpose of the policy is to maintain a consistent ordering procedure for all NCHC programs and to utilize buying groups providing competitive pricing for NCHC and to ensure all purchases are approved by the correct individual within each program. NCHC's goal is to achieve an effective and efficient procurement of goods and services that are consistent with quality and delivery needs at the lowest possible cost.

2. Policy

Fair and open competition is a core principle of public procurement and inspires public confidence that goods and services are procured equitably and economically. Documentation of the acts taken and effective monitoring mechanisms are important means of avoiding improprieties and establishing public confidence in the procurement process. It is the duty of all NCHC staff to maintain the public trust by adhering to NCHC standards of professional conduct and ethical behavior. All NCHC personnel are responsible for maintaining the integrity of the procurement process and will be held accountable for actions taken that do not conform to the established procurement process.

3. Application

This Policy applies to all contracts for the procurement of supplies, services, and construction, entered into by NCHC and to every expenditure of public funds by NCHC for public purchasing irrespective of its source. It also applies to any sale or other disposition of public property by NCHC.

When the procurement involves the expenditure of federal or state assistance or contract funds, the procurement shall be conducted in accordance with any applicable mandatory federal or state law and regulation not reflected in this Policy. Nothing in this Policy shall prevent NCHC from complying with the terms and conditions of any grant, gift or bequest consistent with law.

4. Program Specific Procedures

4.1. Budget limitations are to be considered on all purchases. When making purchases, NCHC employees are required to act in the best interests of the organization. No staff member shall benefit in a personal manner as a result of any purchase made by NCHC.

4.2. The purchasing function is responsible to ensure that purchases of materials and equipment

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Author(s): Dejan Adzic
Owner: Chief Financial Officer

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are obtained at prices that are most beneficial to the organization.

- 4.3. Chief Financial Officer must be notified of all rebates, which are considered revenue to the institution. The Chief Financial Officer will be responsible for monitoring all rebates and vendor incentives. Every effort will be made to include discounts into the pricing. Rebates received after the fact will be recorded into purchasing and used to offset the cost of memberships in buying groups.
- 4.4. The purchase of supplies and equipment is authorized in advance of purchase as part of the budgetary process. Program Leaders may proceed (through the Purchasing function) with purchases of routine nature provided they are budgeted. Non-budgeted or emergency items will be presented to the program's Executive for approval.
- 4.5. Executive approvals are required for all capital expenditures that are included in the budget and emergency expenditures. Chief Financial Officer and/or Chief Executive Officer approval are required for unbudgeted capital purchases.
- 4.6. When the need to dispose of NCHC assets or equipment arises, the program shall contact the purchasing area for instruction. Items may be redeployed, donated, or stored for future use. Asset identification information will be provided to the Accounting program for accounting purposes.

5. Developing Specifications

Specifications establish the design, type, quality, functional capability and performance level desired. Identify the need and key factors to fulfill the need completely. Be specific, identify grade, type, or other industry standards that must be met. It is very difficult to disqualify a poor-quality product if the specifications are vague or limited. Specifications include, but are not limited to:

- Type of construction or materials. "Product shall be stainless steel" is typically not specific enough in most cases. "Product shall be 20 gauge 304 stainless steel" is a much better specification.
- Minimum level of performance required. "High-capacity fan" is typically not specific enough in most cases. "Fan shall be 50 CFM (cubic feet per minute) minimum" is a much better specification.
- Physical characteristics, size, weight, color, shape, etc. "Lightweight design" is typically not specific enough in most cases. "Product weight shall not exceed 20 lbs." is a much better specification.
- Delivery and installation requirements. Is NCHC responsible for unloading the product from the vendor's truck? Does the product need to be unloaded by the vendor and set in a specific location? Is the vendor required to install the product?
- Quantity and packaging requirements. 1000 items loose in a box or 10 bundles of 100?
- Warranty requirements.
- Training requirements.
- This or equal quality. Identify a specific product (by manufacturer and part number) that meets all our needs and allow bidders to bid that product or an alternate product of equal quality.
- Scope of services. Include method of service delivery, onsite, online, phone, etc. Identify timeliness of service delivery, response time, lead time, time to complete project. Describe in detail what is required including outcomes desired.

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6. Procurement Thresholds and Approval Levels

Purchases cannot be divided in sub-parts to lower cost below purchase thresholds to avoid approval and/or competitive bidding requirements.

Micro Purchases

- Includes purchases up to \$9,999.
- Budgeted purchases must be approved by a member of the Senior Management Team. Non-budgeted purchases may be approved by the Chief Financial Officer.
- No quotation or a cost/price analysis is necessary if price is determined to be fair and reasonable.
- Purchases must be distributed equitably among qualified suppliers (to the extent practicable). For example, if two local businesses are selling identical writing utensils for \$.25 per piece, and all other factors being the same, NCHC should strive to purchase 50% of the necessary quantity from one business and 50% from the other to ensure equitable distribution.

Small Purchases

- Includes purchases ranging from \$10,000-\$74,999 but does not include public work improvement projects that exceed \$30,000
- Budgeted purchases must be approved by an Executive. Non-budgeted purchases may be approved by the CEO but must be reported to the Board.
- Price and rate quotes must be obtained from at least three (3) qualified sources. Price rate quotes must be documented in writing and retained by organization for audit and other purposes.

Medium Purchases

- Includes purchases ranging from \$75,000-\$249,999 but does not include public work improvement projects that exceed \$30,000.
- Budgeted purchases must be approved by the Chief Financial Officer. Non-budgeted purchases must be approved the Board.
- Price and rate quotes must be obtained from at least three (3) qualified sources. Price rate quotes must be documented in writing and retained by organization for audit and other purposes. For non-budgeted medium purchases, the Board may require, on a case-by-case basis, that specific items are procured according to large purchase standards and competitive bidding procedures.

Large Purchases

- Includes purchases greater than \$250,000.
- Budgeted purchases must be approved by the CEO. Non-budgeted purchases must be approved the Board.

Sealed Bids

- Used when product specifications can be clearly defined
- Preferred method for construction projects
- Requires formal advertising
- Two or more bidders are willing and able to respond
- Public bid opening is required
- Award to lowest cost responsible bidder

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Competitive Proposal

- Used when sealed bids method is not appropriate and award cannot be made strictly on specification or price
- Requires advertising
- Must include written method for conducting the technical evaluation
- Responses must be solicited from multiple qualified sources
- Award should be fixed price or cost reimbursable

Sole Source

- Only used in following circumstances:
 - Product and/or services is only available through a single source
 - Public exigency or emergency will not permit delay required for competition
 - Awarding federal agency has expressly authorized a noncompetitive process
 - After solicitation of number of sources, competition is deemed inadequate
- Must be documented in detail and documentation must be retained for audit and other organizational purposes.

7. Procurement Methods

The following methods are approved competitive processes to be used in the procurement process. The Chief Financial Officer should be contacted to determine the best method for a particular procurement. The Chief Executive Officer shall have the final authority on the method of procurement to be used. For procedural requirements that are applicable to the undermentioned procurement methods, the rules and procedures set forth in NCHC's Procurement Procedure Manual must be followed.

7.1. Simplified Bidding/Acquisition

"Simplified bidding" is a method of procurement used when the estimated cost of a transaction is \$249,000 or less. Simplified bidding takes place when three or more qualified suppliers are solicited to submit bids on a procurement. However, "three or more" is a minimum. The definition of "three or more" bidders is not to be used to restrict competition or to prevent qualified bidders from bidding on procurements.

7.2. Request for Bid (RFB)

A Request for Bid is an advertised solicitation that is conducted by the Purchasing Department for goods and services for \$249,000 or more and that can be defined with clear specifications.

7.3. Request for Proposal (RFP)

A Request for Proposal is an advertised solicitation conducted by the Chief Financial Officer that is used for goods and/or services that are not able to be clearly defined, outcome requirements that have multiple methods to accomplish, or for projects for which the skill or quality of the Contractor needs to be weighed with the cost. RFP solicitations are weighted and scored by an evaluation team and awarded to the highest scoring proposer.

7.4. Request for Information (RFI)

A Request for Information is a type of request used when information and pricing is not readily available for goods, professional services, specialized services or specific construction projects that require a higher degree of skill than usual. The Request for Information may be used to create a short list of vendors for either direct negotiation or bid requests.

7.5. Cooperative Purchasing/Participation in Buying Groups

NCHC may participate in, sponsor, conduct, or administer a cooperative purchasing agreement for the procurement of goods and services. Cooperative purchases shall be made in accordance with public procurement principles of open and equitable competition. NCHC may also purchase from any other government entity without the intervention of bids (Section 66.0131 (2) Wis. Stat.). NCHC is a party to multiple cooperative purchase partnerships. The department soliciting the procurement should contact the NCHC Chief Financial Officer in order to obtain information regarding the buying groups that NCHC is a party to.

7.6. Sole Source Purchasing

The Chief Financial Officer, after approval from the Chief Executive Officer, may award a contract without competition when the Chief Financial Officer determines in writing, after conducting a good faith review of reasonably available sources, that there is only one source for the required supply, service or construction item, and when allowed by law. The Chief Financial Officer shall conduct negotiations, as appropriate, as to price, delivery, and terms. The Chief Financial Officer shall maintain a public record of sole source procurement that lists each contractor's name, the amount and type of each contract, a listing of the item(s) procured under each contract, and the identification number of each contract file.

7.7. Emergency Purchases

The Chief Financial Officer may make or authorize others to make emergency procurements of supplies, services or construction items when there exists a threat to public health, welfare, or safety, as defined by Wisconsin Statutes, provided that such emergency procurements shall be made with as much competition as is practicable under the circumstances. The Chief Financial Officer shall include in the contract file a written determination of the basis for the emergency and for the selection of the particular contractor. As soon as practicable, the Chief Financial Officer shall notify the Chief Executive Officer and make a record of each emergency procurement setting forth the contractor's name, the amount and type of the contract, a listing of the item(s) procured under the contract, and the identification number of the contract file.

7.8. Used Equipment Purchases

The purchase of used equipment from vendors when, in the discretion of the department's respective head, the purchase of said used equipment will result in considerable savings to NCHC, shall be submitted to the Chief Financial Officer or Chief Financial Officer's designee for review and approval for waiving requirements of the competitive process. Respective department head must provide written justification to Chief Financial Officer or Chief Financial Officer's designee for review and approval.

7.9. Public Work or Public Construction Projects

A public work is construction of roads, signs, or other systems carried out by the government for the use and benefit of the community. Public construction means a contract for the construction, execution, repair, remodeling or improvement of a public work or building or for the furnishing of supplies or material of any kind, proposals for which are required to be advertised for by law. Any improvement, remodel, remediation, expansion, repair, to any county owned building, utility, or fixture, has been interpreted to constitute public construction. Public contracts do not include equipment.

Wisconsin Statute § 59.52(29)(a) sets the limits on NCHC's ability to adopt its own procurement standards as they relate to public construction projects. For contracts involving public construction, all matters, negotiations, bidding procedure, etc. shall be referred to the respective County Facilities Department and County Corporation Counsel.

8. Information Technology Purchases

All requisitions and purchases for information technology (IT) equipment or software must have prior approval from the Information Services Executive and City-County Information Technology Commission (CCITC) Director. If a RFB or RFP is issued, the CCITC Director shall provide input about the compatibility and other issues related to the software or equipment prior to an award being made. This is to ensure the compatibility of the requested equipment and software with existing systems and ensure the new technology does not pose increased cybersecurity risk. The CCITC Director may waive the compatibility requirement.

9. Tied Bids

Tied bids exist when the total costs of two or more responses to a request for bid are identical. Cost totals can be carried out to two decimal points to break a tie. Tied bids do not apply to requests for proposals. If the final scores of two or more proposals are identical, the best and final offer process shall be used to break the tie. If a tie bid occurs, award may be made to the bidder offering the best additional economic benefit to NCHC such as discounts for early payment, volume discounts, more advantageous contract term, etc. If all economic benefits are equal, the Chief Financial Officer or designee and one witness may conduct and document one of the following processes to complete the award:

- If only two vendors are tied, flip a coin: Assign "heads" to the vendor whose company name is alphabetically first, and "tails" to the other vendor. Flip the coin allowing the coin to come to rest on the floor. If "heads" is up, the vendor whose company name is alphabetically first wins. If "tails" is up, the other vendor wins.
- If more than two vendors are tied, draw lots: Assign similar sized pieces of paper for each tied vendor and conduct a blind draw to select one awarded vendor. The process used and the results shall be documented on the bid tabulation.

10. Contractor/Vendor Selection

Although efforts should be made to award all contracts to the lowest cost responsible bidder whenever possible, lowest price is not always the sole consideration in determining the contractor and/or vendor best suited for meeting organizational purchasing needs. When making

decisions regarding purchasing, all authorized purchasers should be cognizant of long term impacts on NCHC for any given contract and ensure that the contractor and/or vendor selected will be the highest quality and most cost efficient option for NCHC over the entire duration of the contract. For example, when one contractor/vendor has the lowest bid, but the maintenance costs over the product life cycle are significantly more than the bid price gap between two contractors/vendors, NCHC should select the contractor/vendor that provides NCHC with highest quality and best price over the contract and/or product life cycle. Other considerations include, but are not limited to, the following:

- Contractor/vendor reputation and quality;
- Product warranties and other quality indicators;
- Compatibility of product with NCHC's systems;
- Whether staff training is offered as part of the product/service delivered or whether training and implementation will result in additional acquisition costs;
- Availability of goods/services within the required delivery time;
- Financial stability of the vendor;
- Payment terms;
- Any other factor resulting in increased value and/or decreased cost to NCHC.

11. Appeals Process

If unsuccessful bidder, offeror or contractor can show good cause as to why an award of contract was not in the best interests of NCHC, a formal protest must be filed with the Chief Financial Officer, in writing, within five (5) business days of the date of notice of award. The written notice of intent to protest must identify the Statutes or NCHC Policy provisions that are alleged to have been violated.

The Chief Financial Officer shall inform the Chief Executive Officer and conduct an investigation regarding each protest and may request information from departments or Legal Counsel when necessary. The Chief Financial Officer may also create an evaluation team to review the merits of the protest, depending on the complexity of the project.

The decision of the Chief Financial Officer may be appealed to the Chief Executive Officer within five (5) working days of issuance. The appeal must allege a violation of a Wisconsin Statute or a NCHC Policy provision.

12. Ethics in Public Contracting

Employees' Conflict of Interest

It shall be unethical for an employee to participate, directly or indirectly, in a procurement when the employee knows or should know that:

- the employee or any member of the employee's immediate family has a financial interest pertaining to the procurement; or
- any other person, business or organization with whom the employee or any member of an employee's immediate family is negotiating or has an arrangement concerning prospective employment is involved in the procurement.

An employee or any member of an employee's immediate family who holds a financial interest in a disclosed blind trust shall not be deemed to have a conflict of interest with regard to matters pertaining to that financial interest.

Gratuities and Kickbacks

Gratuities. It shall be unethical for any person to offer, give or agree to give an employee or former employee, or for any employee or former employee to solicit, demand, accept or agree to accept from another person, a gratuity or an offer of employment in connection with any decision, approval, disapproval, recommendation, preparation or any part of a program requirement or a purchase request, influencing the content of any specification or procurement standard, rendering of advice, investigation, auditing or in any other advisory capacity in any proceeding or application, request for ruling, determination, claim or controversy, or other particular matter, pertaining to any program requirement or a contract or subcontract or to any solicitation or proposal.

Kickbacks. It shall be unethical for any payment, gratuity or offer of employment to be made by or on behalf of a subcontractor under a contract to the prime contractor or higher tier subcontractor or any person associated with the prime contractor or higher tier subcontractor, as an inducement for the award of a subcontract, or order.

Contract Clause. The Chief Financial Officer shall ensure that the prohibition against gratuities and kickbacks prescribed in this section shall be conspicuously set forth in every contract and solicitation.

Prohibition Against Contingent Fees

It shall be unethical for a person to directly or by retaining another person to solicit or secure a NCHC contract upon an agreement or understanding for a commission, percentage, brokerage or contingent fee, except for retention of bona fide employees or bona fide established commercial selling agencies for the purpose of securing business.

Use of Confidential Information

It shall be unethical for any employee or former employee knowingly to use confidential information for the actual or anticipated personal gain of the employee or former employee or of that person's immediate family.

13. Socioeconomic Contracting

As part of the procurement process, NCHC shall take affirmative steps to assure that minority-owned, women-owned, small, and labor surplus area firms are used when possible. The affirmative steps must include at least the following:

- Placing qualified small and minority businesses and women's business enterprises on solicitation lists;
- Assuring that small and minority businesses, and women's business enterprises are solicited whenever they are potential sources;
- Dividing total requirements, when economically feasible, into smaller tasks or quantities to permit maximum participation by small, minority-owned, and women-owned businesses;
- Establishing delivery schedules, where the requirement permits, which encourage participation by small, minority-owned, and women-owned businesses;
- Using the services and assistance, as appropriate, of such organizations as the Small

Business Administration and the Minority Business Development Agency of the Department of Commerce;

- Requiring the prime contractor, if subcontracts are to be let, to take the five previous, affirmative steps.

Create Opportunities



February 19, 2021

Proposal to provide professional services to:
North Central Health Care

Prepared by:

Michael A Peer, Principal
michael.peer@CLAconnect.com
Direct 414-721-7580



[CLAconnect.com](https://www.CLAconnect.com)

WEALTH ADVISORY
OUTSOURCING
AUDIT, TAX, AND



CLA (CliftonLarsonAllen LLP)
10401 West Innovation Drive
Suite 300
Wauwatosa, WI 53226
414-476-1880 | fax 414-476-7286
CLAconnect.com

February 19, 2021

Michael Loy, Chief Executive Officer
North Central Health Care
1100 Lake View Drive
Wausau, WI 54403

Dear Mr. Loy:

Thank you for inviting us to respond to your request for market research and strategic planning services for North Central Health Care (NCHC) and managed organizations. We understand your broader objectives to retain a service provider that has a strong background in the senior living industry and a deep understanding of market research, strategic planning, and financial modeling.

At CLA (CliftonLarsonAllen LLP), our greatest strengths correspond to your most critical needs; we possess a full spectrum of senior living focused resources and team members that are needed to most effectively help NCHC meet their goals today and in the future.

CLA exists for one reason: **to create opportunities** — for our clients, our people, and our communities. We create these opportunities when we live the **CLA Promise: We promise to know you and help you.**

As a professional services firm, we provide clients with a wide array of services. Living the CLA Promise requires an incredible amount of trust. We seek to continue a trusting relationship and create personal connections with NCHC so we can understand your organization, risks, opportunities, and challenges. This is what allows us to provide insight and perspective on the critical strategic decisions that lie ahead for NCHC.

We are excited for the opportunity to assist you with the future changes and transformation of the organization and the industry into the future. Thank you for this invitation and we look forward to hearing from you soon. If you have any questions regarding the content of our response, please do not hesitate to let us know.

Sincerely,

CliftonLarsonAllen LLP

Michael A Peer, CPA CHC
Principal
Direct 414-721-7580
michael.peer@CLAconnect.com

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Executive Summary

Understanding your needs

As a professional services firm, we can provide clients with a wide array of services. But living the CLA Promise requires an incredible amount of trust. As you seek to develop regional relationships, we will provide research and experience to allow NCHC to understand the potential risks, opportunities, and challenges.

We first seek to understand your most important needs. Based on our discussions, following is how CLA intends to meet the needs of NCHC:

- **A proposed team of professionals carefully selected for compatibility with NCHC's needs and circumstances** — Your service team understands the strategic, operational, and regulatory issues impacting a senior living provider. These professionals dedicate a substantial percentage of their time assisting providers with financial, regulatory, and information security matters.
- **Diversity, equity, and inclusion** — Similar to your mission to promote the dignity and well-being of the people you serve, CLA is dedicated to building a diverse and inclusive culture that thrives on different beliefs and perspectives. Our diversity, equity, and inclusion council implement strategies that foster and support the many dimensions of diversity within the firm. When we embrace an inclusive culture, we can truly know and help each other and our clients — that's how we create opportunities together.
- **Commitment to the community** — CLA family members bring meaningful social impact through volunteer efforts, charitable contributions, service on boards, and a focus on sustainable practices. Our community engagement team is bolstered by the diversity and inclusion council and the CLA Foundation — a philanthropic organization that has awarded more than \$3.5 million through 200 grants (to 158 unique organizations) funded solely by the CLA family.
- **Efficiency** — Our goal is to provide exceptional client service at the lowest possible cost. A well-planned and well-executed engagement by an experienced service team will diminish disruption to your staff and enable timely completion of all deliverables.
- **Experience and continuity** — Each engagement team member has in-depth experience in health care accounting, auditing, or tax matters. We will commit the necessary resources to provide quality client service and timely report delivery. We have an extensive local and national health care practice from which to draw resources.
- **Fresh perspective** — NCHC will benefit from a fresh look at your business, systems, and processes. You will be served by an engagement team with enthusiasm and a desire to develop a strong relationship that will help us exceed your expectations. We are confident that our industry experience will reveal new ideas, approaches, and opportunities.



Why should NCHC choose CLA?

With CLA by your side, you can find everything you need in one firm. We know your industry, and we want to know you.

- Need industry and service experience? We can provide resources.
- Want to improve your performance and results? We assemble the right team for you.
- Desire to work with a firm that is committed to Wisconsin? We provide community support and have locations throughout Wisconsin.
- Planning for strategic shifts in health care delivery? CLA has the tools you need.



CLA overview

CLA exists to create opportunities for our clients, our people, and our communities through industry-focused wealth advisory, outsourcing, audit, tax, and consulting services.

More than

7,400

people



More than

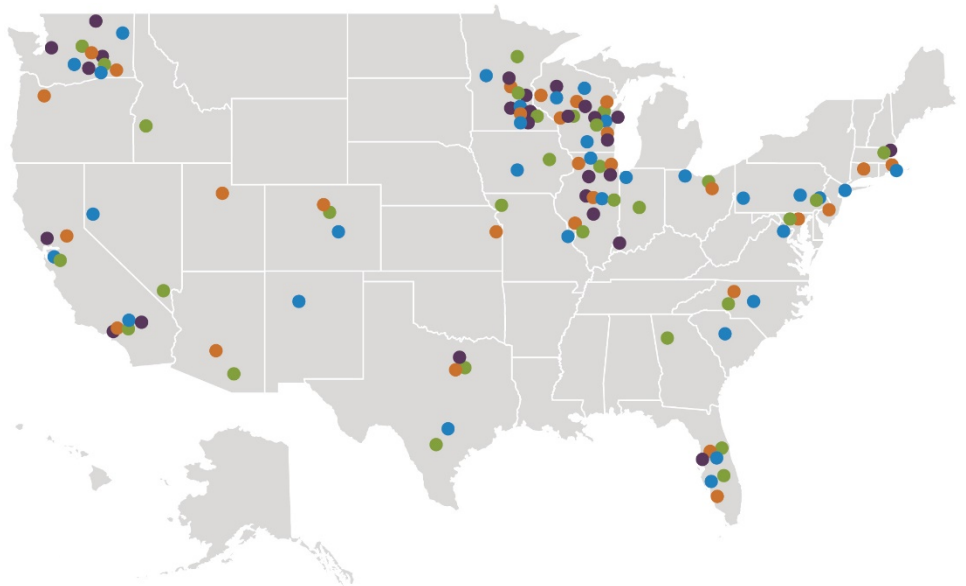
120

U.S. locations



A

global
affiliation



We promise to know you and help you

With CLA by your side, you can find everything you need in one firm. Professionally or personally, big or small, we can help you discover opportunities and achieve more than you believed possible.



Qualifications and Resources

Health care experience

CLA has developed one of the nation's leading health care practices. Our team includes CPAs and a diverse range of experienced professionals with backgrounds and skill sets ranging from CEOs and CFOs to RNs, certified coders, and certified medical practice executives. Represented by team members possessing up to 30 years of dedicated experience to the health care field, we develop innovative responses and creative strategies for clients who demand specialized consultation and advice, as well as providers who require traditional CPA services. Our consulting and advisory services focus on finance, strategy, capital planning, internal audit, operations and performance improvement, and facilities. Our independent and objective professionals are guided by your strategic vision and your unique environment.

Serving Health Care Organizations is a Focus at CLA			
More than 90 principals	Approximately 350 professionals	Spent 100 percent of their time serving health care organizations	Provide audit, tax, and related services to more than 10,100 health care organizations nationwide

To break it down further, we serve:

- 3,200+ senior living providers including nursing facilities, CCRCs, assisted living facilities, HUD housing, etc.
- 200+ home care, hospice, and other community-based providers
- 900+ hospitals and health systems, including approximately 80 critical access hospitals
- 5,800+ physicians, dentists, and medical practices

Strategic planning competencies and aging service experience

You have identified some of the challenges that will undoubtedly affect the future of the campuses. CLA understands that these challenges require more than ordinary answers; they require forward-thinking and creative strategies now that will help carry you forward. We will take this proactive approach as we help meet your immediate needs and achieve your long-range goals including the goal of assisting you in transforming the challenges of today into opportunities for the future.

Market research

We take great pride in our market research services and the reputation we have earned across the country. We dig deep into the markets we analyze, visiting the market, touring competitive product, interviewing their marketing teams, and documenting the details that can make a difference in the success or failure of a project. Our recommendations are based on a comprehensive view of the demographics and competitive landscape along with well-developed proprietary demand models.

No team is better positioned or more committed to assisting you reach the next level.



Everything we do is designed to provide impactful benefits for you. We have summarized the value we can bring through delivery of your service needs:

- We understand the aging services field—from a market, financial, operational, and strategic standpoint. Working with us means you'll be working with people who, like you, have chosen aging services as their life-long career. Our professionals are immersed in the health care industry. Those selected to serve you have significant exposure, training, and knowledge in conducting market research for senior living providers.
- We have the credibility, reputation, and resources of a top 10 firm without sacrificing the small-firm touch. We have one of the largest senior living practices in the country.
- We provide a team of seasoned professionals with nationally recognized senior living market research capabilities. Our experience includes conducting market studies for senior living new development, replacement and repositioning projects across the country.
- We do not see this as simply a one-time transaction or engagement. We seek to continue to build a relationship with the leadership team that continues long after the engagement is complete, and the reports are issued.

Success is determined by the capability, experience, and enthusiasm of the professionals who serve you. Conducting a market assessment combines both experience and industry knowledge.

Financial and operational benchmarking

CLA Clarity gathers financial, operational, and quality data from every Medicare-certified facility in the country. Our model then organizes the data, including per patient day (PPD) expenses, CMS Five-Star ratings, and financial outcomes, to show you how the industry is performing and the story behind the numbers. Whether you're looking to compare all facilities, just the ones in your state, or find out how you measure up to a nearby facility, our professionals make connections between data points to translate numbers into actionable insights. By exploring the data through conversations, we can help you make decisions that will focus your efforts and resources in the areas that provide the most financial benefit.

Financial modeling

In conjunction with developing strategic initiatives, CLA would work alongside your management and finance teams to create a base capital capacity modeling tool. The model provides a high level of analysis and includes the following:

- Ten-year capital capacity based on key assumptions and targeted financial performance parameters
- Impact of anticipated changes to reimbursement programs
- Key investor driven financial ratios such as Days Cash on Hand, Debt Service Coverage Ratio, and Operating Ratios

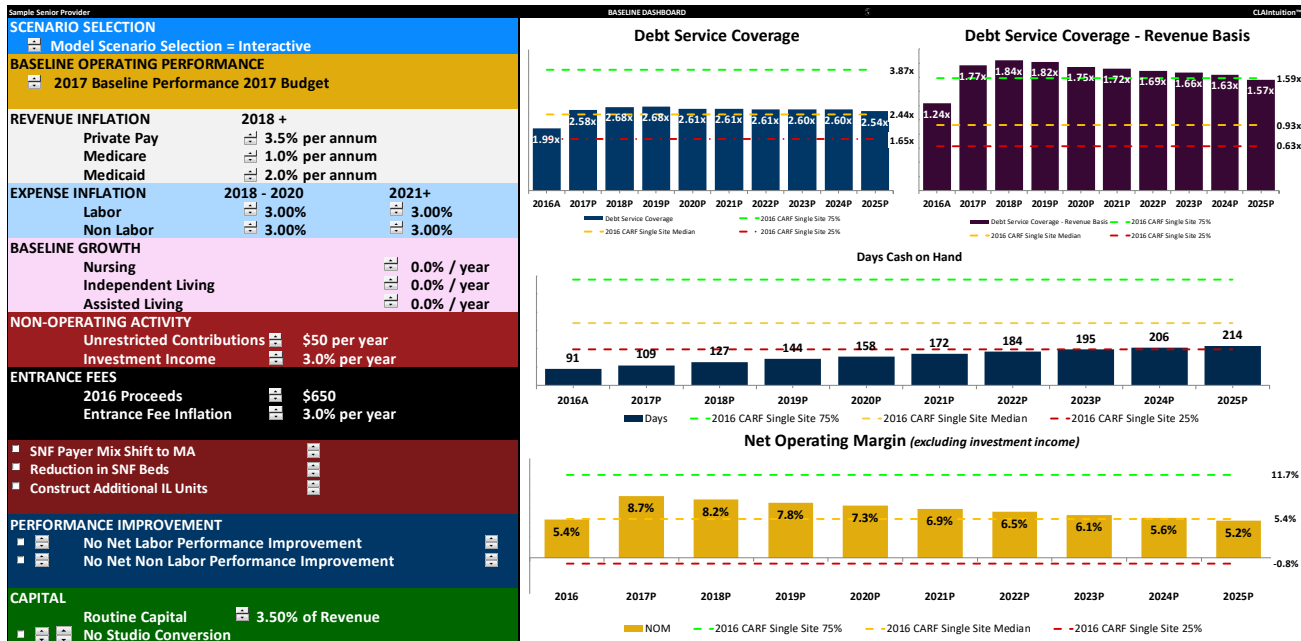
As potential strategies are formed, the model can be updated to provide management with the financial implication of various courses of action. The modeling enables the management team to understand the financial implications of the following:

- Baseline inflation: revenues and expenses
- Volume growth: targeted year ten net revenue growth level with pro-rata growth from base year
- Incremental contribution margins on growth net revenues
- Potential effect on cost savings as a percent of expenses
- Capital expenditures: percent of operating revenues or specific annual estimate

We would utilize the financial models to discuss the findings and present the financial ratios associated with each scenario or initiative. Based on the financial, as well as the operational, market, and mission implications, we will work with management to present a method for determining which targeted strategies, either known today or to



arise in the future, to pursue. The purpose of this approach is to provide a framework for future decision making related to opportunities that may arise in the context of strategic initiatives. Following is an example of the model:



Strategy driven by market research

Insight from the market research, benchmarking and financial modeling provides CLA and your leadership team data-driven insight to support strategic direction. The CLA senior living team then works with you to develop potential strategic direction, understanding the external market and financial impact of various directions. This approach is expected to:

- Refine the strategic directions and program initiatives
- Obtain a data-driven understanding financial and market viability of opportunities and barriers to successful implementation
- Prioritize initiatives by understanding strategy co-dependencies and prerequisites
- Often includes integration with other third-parties, which may include city planners, architects, and contractors



Engagement Team Experience

Engagement team experience

An experienced engagement team has been aligned to provide the most value to your organization. The team members have performed numerous engagements of this nature and will commit the resources necessary to provide top quality service throughout the engagement. Following are our proposed management team members:

The most important resource any business has is people — the right people

Engagement Team	Role	Years' Experience
Michael Peer	Principal, Health Care	25
Cindy Schroer	Director, Market Research	30+
Peter Baum	Director, Market Research	5

Detailed biographies are available in the Appendix of this proposal. CLA would not subcontract work to third-parties.



Services Approach

Our approach emphasizes active involvement by management throughout the process. To meet the above objectives, CLA will complete an enhanced demand analysis, financial/operational benchmarking, and provide strategic / financial planning services.

Based on discussions with you, we envision these services would be conducted for Mount View Care Center and Pine Crest, then aggregated to a regional view. This insight will assist NCHC in developing future strategies based upon the outcomes. The consulting engagement will be performed with the following components:

Phase	Description	Estimated Duration
Phase I	Senior Housing and Skilled Nursing Enhanced Demand Analysis	60 days
Phase II	Financial and Operational Benchmarking	30 days
Phase III	Strategic planning and financial modeling	60 days

Phase I – Enhanced demand analysis

As noted above, we envision these services would be conducted for Mount View Care Center and Pine Crest (Sites), then aggregated to a regional view. If the findings of the enhanced demand analysis indicate there is market support for additional senior housing units, we understand you may choose to proceed with a full Market Assessment.

1. Primary Market Area Definition
 - Define a primary market area for senior housing at the Sites based upon the draw of your existing campus, geographic characteristics of the area, location of other communities, discussions with representatives of NCHC and our knowledge of the draw areas for senior housing.
 - Provide a map showing the location of the Primary Market Area (PMA).
2. Demographic Review
 - Analyze data on senior (age 65-and-over) population and household growth trends in the PMA through 2026, by age group within the senior cohort (age 65-to-74, age 75-to-84 and age 85-and-over).
 - Analyze data on senior household incomes in the PMA, by age group, for 2020 and 2026.
 - Review data on senior household tenure (owner/renter status) by age group, from the 2010 census.
 - Review data on housing values in the PMA through secondary sources.
3. Competitive Market Review
 - Through a review of secondary data sources and telephone interviews with individual senior living communities, collect basic data on existing affordable independent living, RCAC assisted living, CBRF assisted living, memory care assisted living and skilled nursing facilities in the PMA. Note that only limited data on competitive facilities is included in the enhanced demand analysis.
 - Through interviews with local planning agencies, inventory pending senior living facilities in the PMA.



4. Demand Analysis and Recommendations

- Estimate demand in 2021 and 2026 using six rent levels: two for affordable independent living, two for RCAC assisted living, two for CBRF assisted living, and one for memory care assisted living.
- Review nursing demand ratios for the PMA to 2026.
- Provide observations on the market based on the demand estimates.
- One (1) draft or final presentation meeting at CLA's offices or by telephone. Note that we are available to present the results in-person for an additional fee.

Phase II – Financial and operational benchmarking

The benchmarking analysis of current operations would include an assessment of revenue projections, net income analyses, benchmarking of component costs (labor and non-labor), staffing ratios, FTEs, ancillary usage, and other key indicators. We utilize a variety of performance indicators in our analysis including public sources, as well as our CLA Clarity database that includes more than 14,000 skilled nursing providers.

The analysis will provide data by department:

- Security
- Nursing
- Therapy
- Resident Services (social services, activities, chaplaincy)
- Dietary
- Housekeeping
- Laundry
- Plant operations
- General and administrative
- Marketing

The labor benchmarking will provide multiple levels of analysis, including:

- Salaries per resident day
- Compensated hours per resident day
- Salaries per compensated hour
- Nursing skill mix comparison
- Payroll taxes and employee benefits per day and as a percentage of wages

We will also complete an analysis specifically on your Medicare business to determine that you are optimizing reimbursement and profitability from that payor. The analysis will include:

- Comparison of the Medicare days to other providers in the county, state and to the United States national distribution
- Review of the cost/revenue structure of the Medicare program compared to other providers in the county, state and to the United States median
- Includes analysis of ancillary utilization (therapies, pharmacy, supplies and other)

Based on our discussion, we would anticipate the data will be aggregated as follows:

- Wisconsin – We will present Medicare cost reports for any skilled nursing facility in the state of Wisconsin that has been filed and subsequently released by CMS into the database.
- Selected Comparable – We will present Medicare cost report for skilled nursing facilities in the primary market area.



Phase III – Strategic planning and financial modeling

CLA will spend time in this phase of the engagement to understand where NCHC is today, where it is going, how it integrates its current services and programs, its care delivery model and philosophies, and strategic relationships. With that in mind, during this phase, CLA will complete the following tasks and activities:

Task 1 - Review the status of development during the last 5 years, as well as any other recent strategic planning/other pertinent information that the NCHC may have, to understand the strategic direction and priorities. We will work with leadership to identify the nature of any strategic relationships the organization has in place. These steps will provide CLA, leadership and stakeholders with specific directions to be addressed.

- Conduct a series of stakeholder interviews or facilitated sessions to allow CLA to gather the perspectives and opinions of key organizational stakeholders (leadership team, committees and others), including potential service opportunities and ideas regarding senior services, including:
 - NCHC strengths and key differentiators compared to competitors
 - Areas for improvement along with opportunities for program and facility diversification
 - Expansion and/or innovation
 - Securing/enhancing relationships within the local communities, health systems, etc.
 - Capture status of current strategic activities

- Develop consensus regarding the NCHC’s strategic opportunities as well as their vulnerabilities to:
 - Address the strategic opportunities within the current campuses
 - Enable the fulfillment of the NCHC’s mission and the achievement of serving the aging population in North Central Wisconsin
 - Respond to opportunities within the market area (that are consistent with mission and vision)
 - Address programmatic changes and shifts that should occur on the campus and/or within the programs offered
 - Provide insight on access to staffing in the market area and potential challenges, as expansion opportunities are explored

Task 2 - Based on insights contained in the enhanced demand analysis in Phase I and insights from the steps above, develop potential strategies that will provide value to Wisconsin seniors, in a financially sound manner, including:

- Utilize CLA Intuition® financial model to understand the impacts of various strategies, initially be expected to include (the specifics actions may change based on results above):
 - The Intuition model will provide for a 10-year outlook of financial results, based upon the baseline (baseline can be last historical year or future year budget)
 - Right-sizing existing facilities to correlate to market research results
 - Determine the financially optimal level of Medicaid and Family Care
 - New or expanded service offerings on existing campuses, including behavioral health and outpatient services



Task 3 – Assist the NCHC team in assessment of a potential partnership with Portage County, including:

- Utilize CLA Intuition® financial model to model the financial impacts of various collaboration strategies
- CLA will develop a menu of collaborative strategies and activities that NCHC can pursue to take advantage of opportunities from a dynamic health care environment, to better manage the quality and cost of care. CLA will review and discuss these strategies with the appropriate management team members including, but not limited to the following:
 - Assessment of a Shared Service Center for administrative support
 - Assessment of various organizational structures and relationships
 - Expectations of payers under certain arrangements
 - Expectations of other referral sources
 - Pros/cons of each approach



Professional Fees

Our professional fees are based on the timely delivery of services provided, the experience of personnel assigned to the engagement, and our commitment to meeting your deadlines. We will also add a Technology and Client Support Fee of five percent (5%) of all professional fees billed.

Phase	Description	Professional Fees
Phase I	Senior Housing and Skilled Nursing Enhanced Demand Analysis: <ul style="list-style-type: none"> • Pine Crest PMA • Mount View PMA • Regional Report 	\$ 20,000
Phase II	Financial and Operational Benchmarking: <ul style="list-style-type: none"> • Pine Crest PMA • Mount View PMA • Regional Report 	\$ 8,000
Phase III	Strategic planning and financial modeling	\$ 15,000
	Client Support Fee – 5% of professional fees	\$ 2,150
	Total Fees	\$ 45,150

We have found over the years that our clients don’t like fee surprises. Neither do we. We commit to you, as we do all of our clients, that:

- We will be available for brief routine questions at no additional charge, a welcome investment in an on-going relationship.
- Like most firms, we are investing heavily in technology to enhance the client experience, protect our data environment, and deliver quality services. We believe our clients deserve clarity around our technology and client support fee, and we will continue to be transparent with our fee structure.
- Any additional charges not discussed in this proposal will be mutually agreed upon up front.
- We will always be candid and fair in our fee discussions, and we will avoid surprises.

We will work with you to determine the scope of other services requested. Generally, these services would be at the appropriate hourly rate:

Consultant	Rate
Principals	\$275 - \$450
Engagement directors and senior consultants	\$180 - \$295
Managers	\$160 - \$365
Seniors	\$120 - \$210
Staff	\$80 - \$215



Additional Information

We truly appreciate the opportunity to present this information and look forward to building our relationship with NCHC.

Certifications and awards

The Public Company Accounting Oversight Board (PCAOB) conducts inspections of CLA's quality control procedures relating to audits of public companies, while the remainder of our assurance practice is peer reviewed under American Institute of Certified Public Accountants (AICPA) guidelines.

In CLA's most recent peer review report, dated November 2019, we received a rating of pass, which is the most positive report a firm can receive. We are proud of this accomplishment and its strong evidence of our commitment to technical excellence and quality service.

Trade organization memberships

CLA actively supports industry education as a thought leader and industry speaker. Our firm focuses on supporting the educational needs of the industry through nationally sponsored trade events. Our team of health care professionals is sought after, both as educators and as experienced speakers who are invited to speak and teach at major professional events by leading trade associations.

- LeadingAge (National and State Levels)
- American Health Care Association/National Center for Assisted Living (AHCA/NCAL)
- National Association of Home Care & Hospice (NAHC)
- ElevatingHOME/VNAA (Visiting Nurses Associations of America)
- Healthcare Financial Management Association (HFMA)
- Radiology Business Management Association (RBMA)
- Health Care Compliance Association (HCCA)
- Medical Group Management Association (MGMA)
- National Rural Health Association (NRHA)

Confirmation of financial cap per claim of professional indemnity insurance

CLA carries commercially reasonable amounts of professional and general liability insurance. If requested, the firm will provide a certificate of coverage for an amount specified by NCHC upon being engaged.

Policies and procedures

Quality and risk management is an important component of our governance structure. CLA has policies and procedures covering a variety of business practice and the conduct of our team.

Diversity, equity, and inclusion helps us create opportunities

CLA is dedicated to building a culture that invites different beliefs and perspectives to the table, so we can truly know and help our clients and each other.

Our desired outcome is to be representative of the communities we serve now and in the future by providing an inclusive, respectful CLA culture, where everyone has opportunity. This outcome will be visible in many ways, including:

- We actively learn, listen and reflect on diversity, equity, and inclusion issues.



- We hear the voices of our underrepresented CLA family members.
- We see that CLA is a safe place for all.
- We implement diversity, equity, and inclusion (DEI) strategies throughout our CLA family.



Our diversity, equity, and inclusion team

The DEI team works directly with firm leaders to identify strategies that build and grow a diverse and inclusive culture for CLA by guiding the conversation and helping people embrace its values.

This team is comprised of people representing many dimensions of diversity, including geographies, roles, service lines, genders, generations, and ethnicities.

Refreshing our DEI plan in 2020

The national conversation on race in 2020 sparked a conversation at CLA about how we can do better. We started by holding opening listening sessions led by our Black CLA family members and together we wrote a [public statement that established our renewed intentions](#). We also changed our name from “Diversity and Inclusion” to “Diversity, Equity, and Inclusion” in recognition of the work ahead.

Public statements are just the beginning. CLA is finishing a comprehensive plan to be released this Fall that will embed DEI into our DNA, touching how we recruit, treat each other, advance leaders, measure performance, invest in the community, and so much more.



Our refreshed plan was developed with the collaboration of more than 100 CLA family members, and engaged the voices of those from marginalized communities, Black, Indigenous, and People of Color.

Other capabilities

CLA has developed many value-added services which are targeted directly toward our clients. Following is an overview, but we offer a variety of service capabilities in addition to those listed below.

Assurance Services <ul style="list-style-type: none">• Audits• Employee benefit plan audits• Reviews• Compilations• Agreed-upon procedures• Information security audit• Feasibility studies	Consulting <ul style="list-style-type: none">• Strategic planning• Market research• Data analytics• Internal control assessment• Restructuring• Compensation consulting• Board training• Membership surveys• Benefit plan compensation• Investment advisory	Tax Services <ul style="list-style-type: none">• Annual tax compliance• Real estate tax credits• Multi-state sales and use tax• Unrelated business income tax (UBIT)• Work Opportunity Tax credit• Intermediate sanctions• International tax• IRS audit representation	Outsourcing <ul style="list-style-type: none">• Temporary CFO and Controller services• Monthly closing assistance• Accounting system set-up• Accounting policy and procedure manuals• Internal auditing• Executive and professional search
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Innovation and value in action – COVID-19 response

In the face of the pandemic, CLA responded quickly to provide our clients with strategies to help put them on their toes versus their heels.

Within hours, we assembled our **COVID-19 Rapid Response Team** to understand our clients' needs, launch our [COVID-19 resource hub](#), drive our [weekly livestream series](#), and plan product updates and launches to offer tools and resources to work through COVID-19 and plan for recovery.

We stayed connected and served clients without interruption by accelerating our use of technology, video connections, new processes, and supportive tools to stay productive while remote. In some cases, we stepped in to supplement our clients' workforce. In many cases, we suggested and implemented automations to enable work, even when facilities were under lockdown.

COVID-19 tools and resources

- **Find knowledge at your fingertips** — Since March, there have been more than 500,000 visits to CLA's [COVID-19 resource center](#), providing content to help organizations navigate issues brought on by the pandemic.
- **Watch the livestream series** — CLA instituted a [weekly livestream series](#) to help our clients engage in the latest changes related to these uncertain times. Each week, thousands of attendees hear strategies for navigating new legislation, loan options and forgiveness, tax implications, workforce implications, and industry impact.



- **Identify how COVID-19 could impact your operations** — [CLA Intuition 2.0®](#) provides an update to our real-time scenario planning tool, designed to help clients come out stronger on the other side.

The tool creates interactive modeling dashboards to show the financial impact of decisions under various scenarios, including the extraordinary issues raised as a result of the coronavirus pandemic. You can watch how the moves you make today affect your financial trajectory as circumstances change, and gain clarity around the impact of new legislation on the future of your organization.



- **Monitor and account for COVID-19 relief expenses** — COVID-19 economic relief funds are flowing, but guidance on how to allocate and track spending is not yet clear. The [CLA Economic Relief TrackingSM](#) tool creates a framework for documentation to assist with responding to future audit and reporting activities.
- **Loan and grant assistance | PPP forgiveness** — Whether you need just a short consultation or full support throughout the process, we're here to help. CLA can help you navigate and apply for funding through PPP, EIDL, and Main Street Lending programs, as well as guide you through alternative capital sources. We also can help both [borrowers](#) and [lenders](#) navigate the PPP loan forgiveness process.

Appendix

Engagement team biographies



Michael A. Peer, CPA, CHC

CLA (CliftonLarsonAllen LLP)

Principal
Milwaukee, Wisconsin

Phone 414-721-7580
michael.peer@CLAconnect.com



Profile

For more than 25 years, Michael has assisted hospital systems, senior living providers, home health agencies, hospice agencies, physician practices, and insurance payers. Michael has worked in a professional services role, as well as within a national health care provider's internal audit and compliance departments. He is an experienced speaker and author, having authored *Knowledge-Based Audit Procedures for Healthcare Entities for CCH*.

Technical experience

- **Strategic planning** – development of prioritized strategic initiatives, based on information gathered from management, governance, and other key stakeholders; assist in creating accountability during implementation; understanding the financial impact of strategic decisions / priorities
- **Risk management** – collaboration with governance and senior leadership to develop a risk appetite; conduct of an enterprise-wide risk assessment; preparation of a risk universe and resulting mitigation strategies; development of a strategy to identify and respond to newly identified risks
- **Regulatory compliance program effectiveness** – development of an effective compliance program, including:
 - Provide leadership in the definition, delivery, and training of compliance program strategies
 - Conduct compliance program assessments/remediation
 - Compliance strategy to health care organizations to enhance existing compliance programs
 - Identification of compliance controls and monitoring program
 - Training development
 - Compliance program risk-based auditing methodology
- **Internal audit** – development and execution of internal audit risk assessments; development of the annual internal audit plan; leadership in the definition, delivery, and training of internal audit strategies; managing and conducting performance, operational, and financial audits; subject matter education to organizational leadership
- **Reimbursement** – third-party rate maximization models; strategic positioning; revenue modeling/forecasting

Education and professional involvement

- Bachelor of science degree in accounting - Quincy University
- Certified Public Accountant, licensed in Wisconsin
- Certified in Health care Compliance
- Member of Healthcare Financial Management Association
- Member of the Wisconsin Institute of Certified Public Accountants (WICPA) and the American Institute of Certified Public Accountants (AICPA)

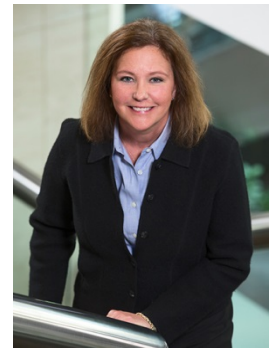


Cynthia J. Schroer

CLA (CliftonLarsonAllen LLP)

Director, Market Research
Minneapolis, Minnesota

612-376-4590
cynthia.schroer@CLAconnect.com



Profile

Cindy Schroer is a Director with CliftonLarsonAllen (CLA) specializing in managing and coordinating market studies for senior independent/congregate, assisted living, memory care housing and skilled nursing facilities.

Cindy has thirteen years' experience partnering with clients to provide critical market intelligence and analytics. Cindy has worked with a variety of for-profit and non-profit clients, providing consulting services to CCRC's, independent senior living providers, assisted living providers and nursing facility providers. Cindy is has served senior living clients throughout the country.

She has been a member of Aging Services of Minnesota, LeadingAge Minnesota, LeadingAge Illinois, LeadingAge Iowa, LeadingAge Wisconsin, South Dakota Association of Healthcare Organizations, Care Providers of Minnesota, National Association of Housing and Redevelopment Officials and Minnesota Multi-Housing Association.

Technical experience

Cindy has 30+ years of experience serving the senior living industry. Previously Cindy was a Senior Vice President for Dougherty & Company, LLC, a Minneapolis based investment banking firm. She was employed by Dougherty & Company, LLC for 10 years and served as an underwriter for tax-exempt and taxable bond financings, primarily for the senior housing and long term care industry. Prior to joining Dougherty & Company, LLC, she was employed for 10 years with U.S. Bank as a Vice President in the Corporate Trust Department. Her responsibilities included reviewing and commenting on legal documents associated with a bond issue, going through the process of closing a bond financing followed by administration and enforcing compliance of covenants relating to the legal documents.

Education/professional involvement

Cindy holds a Bachelor of Individualized Studies degree in Marketing and Speech Communication with a minor in Sociology from the University of Minnesota.



Peter Baum

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Profile

Peter Baum is a director in market research with CliftonLarsonAllen specializing in market research for senior housing development.

Technical experience

Peter joined CLA's Market Research team in 2015. He has worked on independent living, assisted living, memory care, and skilled nursing studies and consulting engagements throughout the country for a variety of for-profit and nonprofit clients. He has developed various mapping tools to help clients with site selection and long term planning. Previously, he spent four years working in business retention and economic development at the Minnesota Chamber of Commerce. While working for the Chamber, he created reports on the Minnesota economy and identified top concerns for small businesses in the state. Peter managed a statewide business database, interviewed business owners and catalogued key issues.

Education and professional involvement

- Master's degree in Urban and Regional planning from University of Minnesota with a concentration in land use and urban design
- Bachelor's degree in Urban Studies from University of Minnesota
- Member of the Urban Land Institute



2021 NCCSP BOARD CALENDAR

Thursday March 25, 2021 – 3:00 PM – 5:00 PM

Educational Presentation: Audit Presentation

Agenda Items

- Accept Annual Financial Audit and Fund Balance Statement

Program Review: Adult and Youth Crisis Community-Based Rehabilitation Facility

Board Policy Discussion Generative Topic: Board Competency Development Priority Item – Community Public Health

Thursday April 29, 2021 – 3:00 PM – 5:00 PM

Educational Presentation: Annual Report & Program Review – Presentation of the Annual Report from prior year.

Agenda Items

- Report of investigations related to corporate compliance activities and significant events.

Program Review: Community Treatment

Board Policy Discussion Generative Topic: Review and discuss the organization's major programs and how the organization's programmatic performance informs the plans for the current year and beyond.

2021 NCCSP BOARD CALENDAR

May 27, 2021 – 12:00 PM – 5:00 PM (Annual Meeting & Board Retreat)

Elections: Election of Directors and Officers.

Board Policy to Review

- Board Strategic Planning Policy
- Budget Policy
- Capital Asset Management Policy
- Cash Management Policy
- Fund Balance Policy
- Investment Policy
- Risk Reserve Guidelines Policy
- Write-off of Accounts Receivable Policy

Board Policy Discussion Generative Topic: Focus on the strategic plan, environment, competition, and opportunities for collaboration.

Review Mission and Vision – Reflect on the organization’s mission, vision, end statements and compare them against its activities, governing documents, and communications.

Review Strategic Plan – Review progress on the strategic plan, update as necessary.

Board and Committees – Review the Board’s composition; appoint and authorize committees, as necessary; delegate duties; discuss board training/development; determine adequacy of oversight and planning activities.

Budget Assumptions & Priorities – Develop the upcoming budget assumptions and priorities in collaboration with the Executive Committee. Approve capital projects.