

Chairperson: Kathie Eilers
Staff: Michael Lappen/Jennifer Bergersen
Senior Executive Assistant: Jodi Mapp, 257-5202

**MILWAUKEE COUNTY MENTAL HEALTH BOARD
GOVERNANCE AD HOC COMMITTEE**

March 27, 2020 – 11:30 A.M.
Teleconference Meeting

MINUTES

PARTICIPANTS: Kathie Eilers, Walter Lanier, Thomas Lutzow, Mary Neubauer, and
Maria Perez

EXCUSED: Duncan Shrout

SCHEDULED ITEMS:

1. **Welcome.**

Chairperson Eilers welcomed participants to the first meeting of the Mental Health Board's Governance Ad Hoc Committee.

2. **Role of Governance in Centers for Medicare and Medicaid Services (CMS) Plan of Correction.**

The role of the Governance Committee as established ties directly to the Behavioral Health Division's Systems Improvement Agreement (SIA). Critical Management Solutions identified areas out of compliance with the Conditions of Participation related to governance. The fix includes better documentation and coordination with the Governing Board, the Quality Assurance Performance Improvement Committee (QAPI), and the Quality Committee.

The feedback from CMS stated these directives must come from the Board. The Governance Committee would make recommendations on the processes and/or prioritization to the full Board for a vote, which then makes it part of the hospital's bylaws. The Board is to communicate very clearly its expectations for the hospital and its administration. The quality structure needs improvement. A series of new policies and procedures are to be drafted by the Governance Committee and approved by the Board for compliance.

Additional areas of consideration include the Board's meeting structure related to fulfilling requirements set forth in statutes governing public meetings and clarification of the Board's fiduciary responsibility. Corporation Counsel previously provided a legal opinion on the Board's fiduciary responsibility, but it needs further examination. Open meetings and Robert's Rules training and outside counsel to assist with understanding the Board's fiduciary oversight, framework of the Board's authority, and governance in general are optimal solutions.

SCHEDULED ITEMS (CONTINUED):

	<p>Clarification from Critical Management Solutions will be sought, and the Wisconsin Association of Counties will be tapped as a potential resource to provide legal assistance.</p> <p>Discussion ensued at length.</p> <p>The Governance Committee will present a package of recommendations for Board consideration, which include the Quality Committee meets quarterly and the Chairperson be a standing member of the QAPI Committee of the hospital, the Quality Chairperson will present quarterly items of concern or in need of significant improvement to the Board for discussion and appropriate action, approve a formal written process as determined by the QAPI Committee with clear expectations for patient safety, and ensure QAPI projects are adequately resourced by making it a standing item of discussion during the annual budget process.</p> <p>A list of tasks as directed by Critical Management Solutions was reviewed and categorized according to assignment, in process, and completed.</p>
3.	<p>The Governance Ad Hoc Committee Charter.</p> <p>This item was laid over to the next scheduled meeting of the Governance Ad Hoc Committee.</p>
<p style="text-align: center;">The next meeting of the Milwaukee County Mental Health Board Governance Committee Will be scheduled at the Call of the Chair</p> <p style="text-align: center;">Visit the Milwaukee County Mental Health Board Web Page at:</p> <p style="text-align: center;">https://county.milwaukee.gov/EN/DHHS/About/Governance</p>	