

TODD COUNTY BOARD OF COMMISSIONERS

Health and Human Services Board Meeting Agenda

Date: June 25, 2013

Time: 9:00 AM

Meeting to be held in the Historic Courthouse, Long Prairie, Minnesota

		Approx. Time
1	Call to Order and Roll Call	9:00
2	Pledge of Allegiance	9:01
3	Amendments to the Agenda	9:03
4	Approve June 11, 2013 Minutes	9:04
5	General	9:05
5.1	Transit Services - discussion	
5.2	2013 MN Legislation for Social Services and Public Health - discussion	9:15
	Electronic Document Management System - Discussion and	
5.3	Recommendation	9:25
5.4	South Country Health Alliance Bylaws - Proposed Changes	9:50
5.5	Request for services for 2 clients - Confidential	10:00
6	Claims	

The County Board Meeting will begin promptly at the prescribed time. The County Board reserves the right to alter the order of the agenda items and the amount of time allowed for an item based on business needs.

TODD COUNTY HEALTH & HUMAN SERVICES

Minutes of the Meeting of the Health & Human Services Meeting

June 11, 2013

Call to Order

The Todd County Board of Commissioners met in the Todd County Historic Courthouse in the City of Long Prairie MN on the 11th day of June, 2013 at 9:00 a.m. with members present and Commissioner Kircher absent. The meeting was opened with the Pledge of Allegiance.

Approval of Agenda

On motion by Blessing and second by Kneisl, the following motion was introduced and adopted by unanimous vote: To approve the agenda with the following change:

1. Add - Probation Extension

Approval of Minutes

On motion by Erickson and second by Blessing, the following motion was introduced and adopted by unanimous vote: To approve the May 28, 2013 minutes as read without changes.

General

On motion by Blessing and second by Kneisl, the following motion was introduced and adopted by unanimous vote: To recommend approval of extending the probation period of Rodger Pruitt from June 12, 2013 to September 12, 2013.

On motion by Erickson and second by Kneisl, the following motion was introduced and adopted by unanimous vote: To recommend approval of the Memorandum of Agreement with the Central MN Council on Aging.

An update was given by Cheryl Schneider on the Mental Illness Integrated Treatment Program.

Discussion was held on Health4Life – 2013 MN Legislation Funding for Statewide Health Improvement Program.

Lisa Chapin, Financial Assistance Supervisor, and Chris Pelzer, MIS Director were present for discussion and presentation of the Electronic Document Management System. This process will improve efficiency and save time by staff. They are researching two programs. Document Work Flow is an add on to the existing Application Extender Program that the county already has and the second program is called Case Works which is a web based product. More research will be done on these systems and will bring back to the Board when more information is available

Commissioner Neumann held a discussion on Alzheimer's disease and handed out information from his meeting he attended in St. Cloud at the Central MN Council on Aging last week. Awareness on this disease was discussed. Cheryl will follow-up with staff.

Social Services Fund Warrants

On a motion by Kneisl and second by Erickson the following motion was approved by unanimous vote:
To recommend to the County Board the approval of all claims as presented on the Integrated and Disbursements Audit List for the Board on record at the Social Service Office, Courthouse Annex, representing claims in the amount of \$60,646.86.

The meeting was recessed by action of Chairman Neumann until June 25, 2013.

Vendor Name	Amount
DHS	11,060.12
DHS - MSOP-MN SEX OFFENDER PROGRAM	6,846.00
IMPACT TECHNOLOGY	2,278.59
SCHULLER FAMILY FUNERAL HOMES	3,500.00
TODD COUNTY AUDITOR/TREASURER	12,683.60
TODD COUNTY MIS DEPT	21,979.58
PAYMENTS LESS THAN 2000	2,298.97
FINAL TOTAL	60,646.86

**BY-LAWS FOR THE BOARD OF DIRECTORS
OF
SOUTH COUNTRY HEALTH ALLIANCE
(As Amended mo/day/yr)**

The undersigned, being the Board of Directors (“Board”) of South Country Health Alliance (SCHA), a joint powers board created under the provisions of Minnesota Statute Sections 256B.69 and 471.51, in accordance with the authority granted to it by the provisions of Section 9(5) of the Joint Powers Agreement, hereby adopt the following By-Laws.

Article I. Purpose

SCHA has the purposes set forth in its Joint Powers Agreement. These By-Laws shall be interpreted so as to give effect to those purposes. **Terms used in these By-Laws shall have the meanings defined in the Joint Powers Agreement**

Article II. Board Membership

2.01 Selection of Board Members. The Board shall be selected in accordance to Section 5 of the Joint Powers Agreement.

2.02 Voting. Each Board Member shall be entitled to cast one vote. **No proxy voting shall be allowed, but designated Alternates may vote and exercise all powers of a Board Member** in the absence of the **regular Board Member** from their respective county.

2.03 Expulsion of Board Member. A Board Member may be expelled by a two-thirds (2/3rds) vote of the Board for conduct unbecoming a Board Member or conduct prejudicial to the mission or repute of SCHA. Such expulsion shall occur only after notice to the parent county and the Board Member in question, and a hearing **at which that Board Member and that Board Member's county are afforded** the opportunity to be heard. Upon the expulsion of the Board Member, the Alternate from that county shall sit in place of the expelled Board Member, until such time as the county **selects a new** permanent Board Member.

2.04 Term. **Board Members** shall be appointed by their respective County Boards for a one-year term. **A County Board may fill a vacancy in the seat of a Board Member or Alternate at any time**.

Deleted: of Directors is composed of Board Members

Deleted: shall consist of County Commissioners,

Deleted: one from each Member County to be appointed by the respective County Boards from among the county commissioners from that county. Each Member County shall also appoint an Alternate to represent that county in the absence of the appointed Board Member

Deleted: ; in no event shall more than one vote be recorded for each Member County

Deleted: representatives are not considered regular voting members,

Deleted: appointed Director

Deleted: Termination

Deleted: affording

Deleted: replaces that member by

Deleted: 2.04 Withdrawal from Membership. Withdrawal of membership by a Member County shall be in accordance with the Amended Joint Powers Agreement

Deleted: Directors shall be eligible for reappointment on an annual basis.

Article III. Officers

At the Annual Meeting the SCHA Board shall select from among its Members a Chair, to preside over all meetings and exercise the powers and duties usually attendant upon the office, and a Vice-Chair, to perform the functions of the Chair in the absence of the Board Chair, and succeed as Chair if the office becomes vacant during the term of the elected chair. The Board may fill any vacancy and select any other officers at any time.

Deleted: SCHA shall elect the following Board officers at the Annual Meeting:¶

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¶
1. *Chair* – The Chair shall preside at all meetings and shall have the duties and powers usually attendant upon such office. The Chair shall be elected by the Board at the annual meeting.¶

¶
2. *Vice-Chair* – The Vice-Chair shall, in the absence or disability of the Chair, exercise all the powers and perform the duties of the Chair. Should the position of Chair be vacant, the Vice-Chair shall serve as acting Chair until a new Chair is selected.¶

¶
An officer shall be elected by the Board to fill out an unexpired term of any office which becomes vacant.¶

Article IV. Board Meetings

4.01 Dates of Meetings.

4.01.1 Annual Meeting. The Annual Meeting shall be held in the month of January, at such date and time as the prior Board shall determine.

Deleted: The Board shall meet not less than quarterly. At its Annual Meeting, the Board shall set its meeting schedule for the year. The Chair may cancel or delay the meetings as conditions warrant

4.01.2 Regular Quarterly Meetings. Regular meetings shall occur at least once each quarter, according to a schedule set by the Board. The Chair may cancel or delay such meetings as conditions warrant.

Deleted: not later than its last meeting of the prior year

4.01.3 Special Meetings. A special meeting may be called by the Chair or by any three (3) members of the Board. Public notice shall be given as required by the Minnesota Open Meeting Law.

Deleted: Notice shall be given by mail, e-mail or personal contact of all regular and special meetings no later than the date for public notice under the Open Meeting Law, and in any event at least three days in advance of the scheduled meeting time. Special meeting notices shall state time, place and purpose of the meeting

4.02 Conduct of Meetings.

4.02.1 Rules. Meetings shall be conducted by Robert's Rules of Order.

Deleted: No voting shall be done by proxy, but should the regular member be unable to attend, the alternate shall have all of the rights and privileges of a regular board member, including allocation and voting

4.02.2 Quorum. A majority of the Board shall constitute a quorum.

Deleted: video conferencing or teleconferencing if

4.02.3 Meetings by Telecommunication. The Annual Meeting and the meeting at which the annual budget is adopted shall be by personal attendance of the members of the Board. Any other meeting may, at the request of the Board Chair or of any three board members, be held by electronic means as permitted by applicable law.

Deleted: ¶
Article V. Order of Business ¶

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The order of business shall be as follows:¶

- ¶
1. Call to order.¶
2. Approval of minutes.¶
3. Directors' reports.¶
4. Old business.¶
5. New business.¶
- ¶

This order of business may be modified at any time by a majority vote or unanimous consent of the Board.¶

Article V. Powers

5.01 Powers of Board of Directors. The Board may exercise all of the powers contained in

the Joint Powers Agreement.

5.02 *Delegation of Certain Powers.* The Board may, to the extent permissible by the Joint Powers Agreement and by applicable law or contract, delegate some of its functions to such subsidiary committees, commissions, or persons, and to the extent such powers are so delegated, the determination of such committees, commissions, or persons shall be binding upon SCHA.

The Board delegates spending authority as follows:

- (a) Senior Management has the authority to enter into provider contracts in any amount.
- (b) Senior Management shall have the authority to expend up to \$15,000 in unbudgeted expenditures, but each such expenditure shall be reported to the Finance Committee prior to its next meeting.
- (c) The Finance Committee shall have the authority to approve unbudgeted expenditures of more than \$15,000 and less than \$100,000. Such expenditures shall be reported to the Executive Committee and full Board at their next respective meetings.
- (d) The Executive Committee shall have the authority to approve an unbudgeted vendor contract of \$100,000 or more, if circumstances require action on a proposed contract prior to the next scheduled Board meeting.

The following powers, however, shall not be delegated:

- (a) Hiring the Chief Executive Officer and Chief Financial Officer on a permanent basis;
- (b) Approving annual financial statements and reports;
- (c) Admitting a new county or counties to membership;
- (d) Expelling or taking other action against a board member or Member County; and
- (e) Entering into any contract, undertaking, or other function for which approval of the full Board is required by applicable statute, case law, or

Deleted: <#>Entering into contracts with vendors, the total amount of which is or is likely to exceed the sum of \$100,000 per annum, unless the Board, being fully advised of the essential terms and conditions, first has given preliminary approval to such contract and has specifically delegated the authority to enter into a final contract or unless circumstances require action on a proposed contract prior to the next scheduled Board meeting, but nothing in this section shall preclude the Board from delegating the authority to enter into specific provider contracts of any amount in order to carry out prior decisions or actions by the Board or Executive Committee;¶
<#>¶

Deleted: or other senior management

Deleted: quarterly and

other law, or by the Joint Powers Agreement or these By-Laws.

Article VI. Committees

6.01 *Permanent Committees.* At its annual meeting, or the meeting following the annual meeting, the Chair shall name the members of the permanent committees and an alternate for each committee, for approval by the Board. The permanent committees of SCHA, and the functions delegated to such committees under Article VI of these Bylaws, are the following:

6.01.1 *The Executive Committee* shall have a membership of the current Board Chair, Vice Chair, Finance Chair, Quality Assurance Chair, and Past Board Chair, or, if the Past Board Chair is no longer a Member of the Board or if a Member of the Board holds two of the named positions, the Board may select another person from among its members. The Executive Committee shall have the authority to perform the following functions and any other duties delegated to it by the Board:

- (a) Designate a Chief Executive Officer and Chief Financial Officer on an interim basis, subject to later approval by the Board;
- (b) Retain special counsel or auditors for individual projects on an emergency or interim basis; and
- (c) Take any action which the full Board could take, except for those functions reserved to the Board by, and subject to the limitations set forth in, these By-Laws and the Joint Powers Agreement.

6.01.2 *The Finance Committee* shall consist of not less than three nor more than five members, the majority of whom shall be members of the Board. The Finance Committee shall have the authority to perform the following functions and any other duties delegated to it by the Board:

- (a) Assist in the preparation of the Annual Budget;
- (b) Make recommendations regarding requests for expenses in excess of budget;
- (c) Review quarterly and annual financial reports; and

Deleted: Board

Deleted: elect

Deleted: not less than three nor more than five, all of whom shall be Board Members. The Executive Committee shall include

Deleted: of Directors of SCHA,

Deleted: such other person as

Deleted: The powers of the Executive Committee shall include:

Deleted: <#>Receiving and reviewing reports, proposals, and requests from other committees and staff and passing on recommendations on such matters to the Board;¶

Deleted: <#>Approving expenditures (including contracts) in any amount, except that vendor contracts and other expenditures in excess of \$100,000 shall be submitted to the entire Board for approval unless circumstances do not allow deferral of such action until the next Board meeting;¶

¶ <#>Entering into provider contracts of any amount in order to carry out any Board action or plan which calls for such contracts;¶

¶ Hiring of

Deleted: senior management

Deleted: The Chair of the Finance Committee shall be selected by the Board from the Board Members who serve on that Committee

Deleted: and making recommendations regarding approval

Deleted: ¶ <#>Approving expenditures allowed by budget without the necessity of further action by the Executive Committee or Board;¶

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(d) Review all proposals for new programs of any nature in order to determine their costs and benefits, and making recommendations to the Board or Executive Committee regarding such program proposals.

Deleted: from a financial standpoint

6.01.3 *The Personnel Committee* shall consist of not less than three nor more than five members, the majority of whom shall be members of the Board. The Personnel Committee shall have the authority to perform the following functions and any other duties delegated to it by the Board:

Deleted: The Chair of the Personnel Committee shall be selected by the Board from the Board Members who serve on that Committee

(a) Interview and make recommendations on the hiring of the Chief Executive Officer and Chief Financial Officer;

Deleted: senior management

(b) In collaboration with the Board Chair, evaluate the performance of the Chief Executive Officer on an annual basis;

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<#>Interviewing and approving the hiring of employees other than senior management, if such positions have already been provided for by appropriate action of the Board, or further delegating such functions to appropriate staff;¶

(c) In collaboration with the Finance Chair, assist the Chief Executive Officer with evaluating the performance of the Chief Financial Officer on an annual basis;

(d) Review State of Minnesota Triennial Pay Equity Report; and

(e) Recommend to the Board personnel policies, compensation and benefit plans and policies;

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<#>¶
<#>Implementing those personnel and compensation and benefit policies and plans (including determination of the compensation and benefits to be paid to non-managerial level employees in accordance with the approved plans, and disciplinary action regarding non-managerial employees), or further delegating such functions to appropriate staff, without the necessity of further action by the Board or Executive Committee; and¶
¶
<#>Performing such other duties as are delegated to it by the Board.¶

6.01.4 *The Compliance Committee* shall consist of at least two Board members, the SCHA Medical Director, and other committee members selected by the Board. The Compliance Committee shall have the following responsibilities and any other duties delegated to it by the Board:

(a) Recommend a compliance plan to the Board;

(b) Plan and take all actions necessary to implement and enforce the compliance plan, including all legal requirements for compliance; and

Deleted: The Chair of the Compliance Committee shall be selected by the Board from the Board Members who serve on that Committee.

6.01.5 *The Quality Assurance Committee* shall consist of at least two Board Members, the SCHA Medical Director, and other committee members elected by the Board. The Quality Assurance Committee (QAC) shall have the following responsibilities and any other duties delegated to it by the

Deleted: The Chair of the Quality Assurance Committee shall be selected by the Board from the Board Members who serve on that Committee

Board:

- (a) Review the annual Quality Work Plan;
- (b) Take all actions necessary to implement the Quality Work Plan;
- (c) Review and evaluate, on an annual basis, the effectiveness of the Quality Program;
- (d) Oversee all Utilization Management activities; and

6.02 Other Committees. The Board may **establish** such other committees and subcommittees as it deems appropriate. The purposes, functions, terms, and membership of such committees shall be specified by the Board.

Deleted: appoint, by resolution,

Deleted: advisory

6.03 Ad-Hoc Committees. The Board Chair may establish such ad hoc committees as the Chair deems appropriate. The purposes, function, term, and membership of such committees shall be specified by the Board Chair.

Article VII. Annual Budget

The recommended annual budget shall be prepared by the **CFO**, with the assistance of the CEO, and shall be submitted to the Finance Committee **and Board** for approval.

Deleted: and Annual Report

Deleted: Fiscal Agent

Deleted: The recommendations of the Finance Committee shall be submitted to the Board for approval not later than the last Board meeting before the end of the previous year. ¶

¶
The annual report shall be presented to the Board by the CEO each year during the first meeting of the second quarter, which report shall review the previous year, changes in programs, financial results, and fulfillment of plans, goals, and implementation of projects of the previous year

Article VIII. Distributions of Capital and Surplus

SCHA shall maintain Capital and Surplus to provide for adequate reserves as required by law and its needs, in light of the nature and quality of its assets, return on its investments, operations, grants, plans, new programs, program changes, contingencies, benefit changes, rate changes, and anticipated changes in membership or service demands. The SCHA shall establish the minimum level of **Capital and Surplus** required for these purposes **which shall not be less than the minimum required by applicable law or regulation**.

Deleted: Capital Surplus as defined in the Amended Joint Powers Agreement shall be distributed as set forth on the attached Addendum. ¶

¶
South Country Health Alliance (“

8.01 Determination of Capital and Surplus. Capital and Surplus, each Member County's share of Capital and Surplus, and the maximum amount **to be retained** shall be determined as set forth in this section.

Deleted: . SCHA may, but is not obligated to, pay out the amount of reserves over the board-established minimum level of Risk-Based Capital (“RBC”) to the Human Service agencies of its non-withdrawing Member Counties. ¶

Deleted: of excess Capital Surplus available for distribution to non-withdrawing Member Counties,

8.02 Method of Determination. Capital and Surplus shall be ~~measured~~ by the ~~annual~~ Risk Based Capital ~~Ratio and determined~~ as follows:

8.02.1 At the end of each calendar year the total Capital and Surplus will be ~~reported~~ to the appropriate regulatory agency. The financial statement shall be ~~audited~~ by an independent Certified Public Accountant.

8.02.2 Each Member County's capital account will consist of the amount a member may have contributed to become a member, any additional contributions, plus its share of gains and losses posted to the Member's capital account.

8.02.3 ~~The annual change in surplus is~~ allocated by taking each Member County's member months ~~divided~~ by total member months of all Member ~~Counties~~.

8.02.4 The ratio of the member months for each Member County will be multiplied by the ~~change in surplus~~ in the audited financial statements to determine the share of ~~surplus~~ allocated to that county.

8.02.5 For the purpose of these calculations, the statements will be in accordance with ~~Statutory Accounting Principles (SAP)~~.

8.03 Establishment of Minimum Capital and Surplus. The Board has determined that the ~~minimum Capital and Surplus~~ to be retained by SCHA shall ~~be that which is necessary to maintain at least 400% Risk Based Capital (RBC) Ratio as computed in the annual NAIC format Health Risk Based Capital calculation~~.

Article IX. Member County Withdrawal

A Member County may withdraw from SCHA with the authority granted to it by the provisions of Section 11(1) of the Joint Powers Agreement. The deadline for notice of withdrawal shall be December 31, one year prior to the year of withdrawal, or 30 days after budget approval by the Board, but no later than March 31st of the withdrawal year.

Article X. Amendments to By-Laws

The By-Laws may be amended by a vote of a majority of the Board ~~when said proposed amendments have been submitted in writing to all the Directors prior to the meeting at~~

~~Deleted:~~ determined

~~Deleted:~~ Report

~~Deleted:~~ based on the Annual Statement of the National Association of Insurance Commissioners (NAIC),

~~Deleted:~~ determined and

~~Deleted:~~ Gains and Losses are

~~Deleted:~~ (or utilization by member)

~~Deleted:~~ The member months by county will be verified by an independent source prior to final determination of individual county distributions.

~~Deleted:~~ excess of revenues over expenses

~~Deleted:~~ Gains or Losses

~~Deleted:~~ Generally Accepted Accounting Principles ("GAAP"), rather than

~~Deleted:~~ 8.02.6 This Capital Surplus less the minimum percent level of RBC calculated determined from the year end NAIC RBC calculation will be available for distribution, at the discretion of the Board. ¶

~~Deleted:~~ Current

~~Deleted:~~ Capital Surplus

~~Deleted:~~ SCHA

~~Deleted:~~ Capital Surplus

~~Deleted:~~ not be less than

~~Deleted:~~ 3

~~Deleted:~~ determined as set forth above (the 300 percent level of RBC is calculated by taking the 100 percent level of RBC from the NAIC filing and multiplying that number by three)

~~Deleted:~~ ¶
8.04 Distribution to Member Counties. As determined by the Joint Powers Board, distributions may be made to existing Member Counties when Capital Surplus amount exceed the level of RBC set by the Board. ¶

8.05 Method of Determination. Distributions may be in a lump sum, or over time, as determined by the Board in its sole discretion. If paid over time:¶

~~Deleted:~~ of Directors

~~Deleted:~~ only

~~Deleted:~~ two weeks

which said amendments are to be considered.

Adopted: [month and day], 2012, at the meeting of the Board of Directors of South Country Health Alliance.

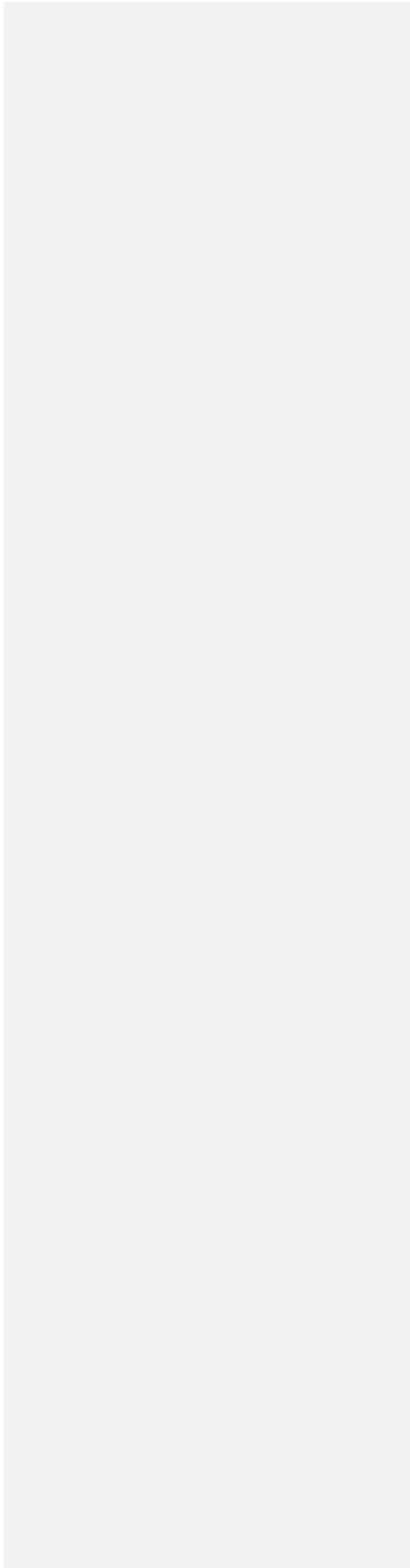
ATTEST:

Chief Executive Officer

Joint Powers Board Chair

Date

DRAFT



- 8.04 Distribution to Member Counties. As determined by the Joint Powers Board, distributions may be made to existing Member Counties when Capital Surplus amount exceed the level of RBC set by the Board.
- 8.05 Method of Determination. Distributions may be in a lump sum, or over time, as determined by the Board in its sole discretion. If paid over time:
- 8.05.1 The Board shall determine the length of time over which such payments shall be made. Payments shall be made annually.
- 8.05.2 The Joint Powers Board will determine the terms of interest. The calculation of interest on outstanding balances owed to Member Counties will commence at the beginning of calendar year. Interest payments are based on simple interest on the outstanding balance owed to the individual county. The interest payments will be made annually on December 31 of any calendar year.
- 8.06 Current Determinations. The Board has determined that the distributions approved in 2005 and commencing in 2006 will be made over a four year time frame, and that the interest rate of 9.5 percent be paid on outstanding balances.
- 8.07 Distribution to Withdrawing Counties or Upon Dissolution. Distributions of total Capital Surplus to Withdrawing Counties shall be made as provided in Section 12 of the Amended Joint Powers Agreement. Distributions upon dissolution of SCHA shall be made as provided in Section 13 of that Amended Joint Powers Agreement.

Vendor Name	Amount
ALLIANCE BENEFIT GROUP SERVICES	3,057.72
PERISH/ALAN	3,909.74
US POSTAL SERVICE	5,900.00
Payments less than 2000	32,313.31
Final Total:	45,180.77

Warrants for Publication

Payment Date:

6/25/2013

Approval Date:

6/25/2013

Vendor name or #

Amount

ALEXANDRIA OPP CTR	8547.84	
COMM & FAMILY SRVS LLC	6849.01	
DHS	12008.13	
# 4453	4836.00	Foster Care provider
FRESHWATER ED DISTRICT	2998.69	
GREAT MN FAMILY SRVS	2196.32	
HEARTLAND GIRLS RANCH	5456.00	
KINDRED FAMILY SRVS	6193.8	
# 11417	2873.28	Foster Care provider
NORTHERN PINES MENTAL HLTH CTR	6202.96	
OAKRIDGE HOMES INC	2792.94	
PINEHAVEN YOUTH AND FAMILY SRVS INC	8896.99	
PRODUCTIVE ALTERNATIVE INC	4888.78	
TINIUS PHD PA/TIM	4306.25	
TODD COUNTY DAC	9483.37	
WEST CENTRAL REG JUVENILE CTR	3093.75	

\$23,190.22 Pymts less than \$2000

Final Total

\$114,814.33