

BAY AGING

MINUTES FROM THE MEETING OF THE BOARD OF DIRECTORS

November 17, 2016

Board Members Present: Sheriff Stanley Clarke, Essex County; Ms. Marcia Jones, Middlesex County; Mr. Ed Clayton, Mathews County; Chief Terry McGregor, Gloucester County; Ms. Karen Lewis, Westmoreland County; Mr. William Reisner, Northumberland County; and Mr. Ron Saunders, Gloucester County.

Board Members Absent: Mr. Jimmie Carter, Lancaster County; Lt. General C. Norman Wood, USAF (Ret.), Essex County; Rev. Maria Harris, King William County; Ms. Cynthia Talcott, Richmond County; Mr. Charles Adkins, Esq., King & Queen County; and Mr. Joseph Curry, Lancaster County.

Staff Present: Ms. Kathy E. Vesley, President/CEO; Mr. Josh Gemerek, Sr. VP Housing; Ms. Stacie Rest, Executive Assistant; Mrs. Ozena Thurston, RN Supervisor and EEOC Officer; Ms. Kay Sheldon, VP Administration/HR; Ms. Jean Duggan, Sr. VP Development; Mr. Ken Pollock, Transit Director; Mr. Bill Smith, Deputy CFO; Ms. Jennifer Beck, Community Living Programs Director; Ms. Melissa Blake, Fiscal Manager VD-HCBS; Ms. Robin Jones, Vice President Housing Administration; and Ms. Lisa Walker, VP Advocacy Resources.

Call to order

Public Comment: There were no comments.

Consent Agenda:

- Minutes - September 22, 2016
- Agenda - November 17, 2016

Mr. Reisner moved to approve the Consent Agenda. Seconded by Ms. Jones, the motion was approved.

Program: Ms. Vesley recognized staff members who received awards at the Annual Bay Aging Retreat. Ms. Diane Wilkins received the Chairman's Award, Ms. Princess Wise and Ms. Breanna Taylor received the President's Award, Ms. Robin Jones received the Senior Leadership Team Award and Ms. Holly Gallagher received the Emerging Leader Award. Ms. Vesley thanked those staff members for the hard work and had a photo taken for the newspapers.

Ms. Melissa Blake, Fiscal Manager for the Veteran-Directed Home & Community Based Services Program (VD-HCBS), provided an overview

of her program to the Directors. Ms. Blake oversees two divisions of the program, Homemaker/Home Health Aide (HHHA) and Financial Management Services. The homemaker/home health aide (HHHA) program allows the veteran to utilize traditional agency-provided services to meet his service needs. The Financial Management Services (FMS) program allows the veteran to hire employees to provide for his service needs. Bay Aging serves as fiscal agent to FMS program participants and is responsible for all aspects of payroll processing, tax reporting, budget management, and provides options counseling for both programs.

New Business:

Mr. William Reisner reported the Finance Committee met last week and reviewed the financials.

Mr. William Reisner reported the Finance Committee recommends to the Bay Aging Board of Directors to approve the Bay Aging Financials through September 2016. The Board unanimously approved the motion.

Mr. William Reisner reported the Finance Committee recommends to the Bay Aging Board of Directors to approve the 1<sup>st</sup> Quarter Community Action Report. The Board unanimously approved the motion.

Mr. William Reisner reported the Finance Committee recommends to the Bay Aging Board of Directors to approve the proposed Safe Harbor Provision for Bay Aging 401(k). The change has the agency match the first 4% of pay at 100% and the next 2% at 50%. The Board unanimously approved the motion.

Updates: Ms. Vesley recognized Ms. Jean Duggan and others for organizing the coat collection charity drive at Bay Aging's Annual Staff Retreat. The coats were collected for the Middlesex County Rotary Club and donated to Commonwealth Catholic Charities in Newport News for their resettlement programs and to the Cryer Center to support their winter clothing availability.

Ms. Vesley highlighted the interior decorating updates completed at The Meadows Community Building in Westmoreland County. Bay Aging's oldest apartment community has new furnishings throughout the community room and manager's office.

Ms. Vesley advised that the financial future of Adult Day Care is in question and will be a topic at a future Board meeting.

Bay Family Housing's AmeriCorps Volunteer in Service to America (VISTA), Ms. Hunter Terry, will end her service term in February, 2017. Bay Family Housing was selected for a second round and is working with the Virginia Housing Alliance (VHA) and the Virginia Housing Development Authority (VHDA) to secure funding for the required \$15,000 match.

Bay Aging received an update from the U.S. Department of Health and Human Services to continue the indirect rate at 16.5%. The agency must reapply in March 2017.

The Legislative Breakfast and visits to the General Assembly will be January 25, 2017. Mr. Vassar will provide talking points to those interested in attending.

#### Chief Executive's Report

Ms. Vesley provided Board of Director's with Self Evaluation forms and requested they be filled out and returned.

Ms. Vesley is working with Architect, Mr. Rick Funk on the Main Office Facility Development. The needs assessment was completed and the proposal is being finalized for signature.

Ms. Vesley provided Governance Training on Results Oriented Management and Accountability (ROMA). She gave an overview and handout: *Who Are the Customers? What Do They Value?* She shared the importance of ethics and advocacy as Non Partisans.

Ms. Vesley shared an update on VAAACares including the brochure, launch of the website, and the upcoming meeting times with Managed Care Organizations.

Ms. Vesley provided a form for the Board Director's to complete to share their interest for Bay Aging's upcoming 40<sup>th</sup> Anniversary in 2018. She asked Director's to return the forms to her attention.

#### Closed Session:

Ms. Lewis made a motion to reconvene in Closed Session at 10:55 a.m. to discuss pending and potential litigation issues, personnel and salary issues, and related matters lawfully exempted from

public discussion under Sections 2.2-3711(A)(1) and (7), and 2.2-3712 (the Virginia Freedom of Information Act) of the Code of Virginia. Seconded by Mr. Reisner, the motion was approved.

Ms. Jones made a motion to reconvene in Open Session at 11:01 a.m. The committee unanimously certified that only matters lawfully exempted from open meeting requirements under Virginia law were identified in the motion convening the Closed Session were heard, discussed and considered in Closed Session. There was no formal action taken during Closed Session and only the listed topics on the agenda were discussed.

Announcements:

Ms. Vesley provided the proposed Board of Directors Schedule of 2017 Meetings on the following Thursdays:

- January 26, 2017
- March 23, 2017
- May 25, 2017
- July 27, 2017
- September 28, 2017
- November 16, 2017

Next Meeting: The next meeting is scheduled to be held on January 26, 2017, at 9:30 a.m. at Port Town Village.

There being no further business, Sheriff Stanley Clarke adjourned the meeting at 11:03 a.m.

Respectfully submitted,

By \_\_\_\_\_  
Sheriff Stanley Clarke, Chairman

By \_\_\_\_\_  
Mr. William Reisner, Secretary