BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

May 24, 2018

Board Members Present: Sheriff Stanley Clarke, Essex County; Lt. General C. Norman Wood, USAF (Ret.), Essex County; Ms. Karen Lewis, Westmoreland County; Mr. Ed Clayton, Mathews County; Barry L. Gross, M.D., Gloucester County; Ms. Gracie Tiggle, Lancaster County; Mr. Charles Adkins, Esq., King & Queen County; Mr. Bruce Craig, Northumberland County; and Ms. Cynthia Talcott, Richmond County Mr. Ron Saunders, Gloucester County; Ms. Marcia Jones, Middlesex County; Mr. Jimmie Carter, Lancaster County; Rev. Maria Harris, King William County; and Ms. Belinda Johnson, Westmoreland County

Board Members Absent: Mr. William Reisner, Northumberland County

Staff Present: Ms. Kathy E. Vesley, President/CEO; Ms. Stephanie Hutton, Executive Assistant; Mr. Josh Gemerek, Sr. VP Housing; Mr. Ken Pollock, Transit Director; Mr. Bill Smith, Deputy CFO; Ms. Tiffany Robins, Director of Home and Community Based Programs; Ms. Cathey Eades, Director of Care Transitions; Mr. Tinsley Goad, CFO; Mr. Bobby Vassar, Senior Counselor to the President; Ms. Mary Simpson, Deputy CFO; Jennifer Beck, Director of Community Living Programs; Jean Duggan, Director of Development; Mr. Bob Butler, IT Director; and Ms. Lisa Walker, VP Advocacy Resources; Mr. Pat Frere, Planning and Development Director; Ms. Hunter Terry, Program Manager; and Mr. Andrew Warren, AmeriCorps VISTA.

Call to order: Chairman Sheriff Clarke called the meeting to order at 9:46 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled May 24, 2018 Board of Directors Meeting.

Public Comment:
There were no comments.

Program:

Accomplishments in the Homeless Response System: Mr. Warren, who has been an AmeriCorps VISTA with Bay Aging, updated the board on his accomplishments during the past year. His focus has been on strengthening the Homeless Response System operating in the Northern Neck and Middle Peninsula. Some of his work included increasing capacity to end homelessness by improving data collection and quality, and strengthening the network of service providers. Nearing the end of his service year, Mr. Warren led the process of a

collaborative community application that would significantly increase available resources for homeless programs, if awarded.

In Honor of Older Adults ~ *Engaged at Every Age*: On Friday, May 18, 2018, Bay Aging hosted a 'May Day' event at the Deltaville Maritime Museum. In attendance were seniors from every Active Lifestyle Center across the ten service counties as well as Kathy Miller, RN, MS, MSHA, DARS Director of Programs; various staff; and Board Directors Marcia Jones, Ron Saunders, and Barry L. Gross, MD. The day was filled with various engaging events like tai chi, exercise, dancing, and crowning of the May Day Queens. Directors who attended stated it was a very joyous event and brings much benefit to the seniors involved. They also commended the staff for how smoothly the day transitioned, especially serving meals to 150 seniors in the matter of a few minutes and then loading attendees onto buses quickly and effectively following the event. Ms. Miller stated she was overwhelmed by how wonderful the event was.

Consent Agenda:

- Minutes - March 22, 2018
- Agenda - May 24, 2018

Mr. Craig moved to approve the Consent Agenda with the addition of the Audit Committee Report under New Business on the Board Meeting Agenda. Seconded by Mr. Adkins, the motion was approved.

New Business:

Mr. Saunders stated the Finance Committee met last week and reviewed the financials.

Mr. Saunders reported the Finance Committee reviewed in depth the Bay Aging Financials through April 2018, including a dashboard instrument, which provides a monthly analysis of programs and services and their outcomes, and recommends the Bay Aging Board of Directors approve. Seconded by Gen. Wood, the motion was approved.

Mr. Saunders reported the Finance Committee reviewed the Third Quarter Community Action Program Report in depth and recommends

the Bay Aging Board of Directors approve. Seconded by Mr. Craig, the motion was approved.

Ms. Vesley updated the board on the annual Foundation and 401(k) report given by Davenport & Co, at the Finance Committee Meeting last week. Ms. Vesley reported the average contribution was 5.8% of the maximum 6% match.

Mr. Saunders reported the Finance Committee recommends to the Bay Aging Board of Directors to approve the Transfer of Daffodil Gardens II lot and restructure of the remaining note on the Adult Day Care and land. Seconded by Rev. Harris, the motion was approved.

Sheriff Clarke stated the Executive Committee met last week.

Prior to this meeting, the Bay Aging Board of Directors had an opportunity to review and comment on the 2018 Bay Aging Community Needs Assessment. Sheriff Clarke reported the Executive Committee discussed in depth the 2018 Community Needs Assessment and recommends the Bay Aging Board of Directors approve. After some comments and discussion, the Board unanimously voted to approve the document.

Prior to this meeting, the Bay Aging Board of Directors had an opportunity to review and comment on the agency wide strategic plan and individual/family, community and agency goals which address reducing poverty, revitalization of low-income communities and empowers people with low-incomes to become more self-sufficient. Sheriff Clarke reported the Executive Committee reviewed the Strategic Goals 2018-2020 in depth and recommends to the Bay Aging Board of Directors to approve. After discussion, the Board unanimously voted to approve the strategic plan and goals.

Unfinished Business:

Rebranding: Ms. Vesley shared there is a sample of the refreshed Bay Aging logo in each Director's binder. The official reveal of the logo will be held at the staff picnics on June 26, 2018. Ms. Vesley told Directors the logo will be in an editable file so changes can be made, if desired, in the future.

Chief Executive's Report

Prior to this meeting the Directors received via email and through their internal portal the Board Notes and *The Wheelhouse;* these documents were also included in their meeting binders. Board Notes and *The Wheelhouse* provide programmatic updates, celebrate successes and highlights for new or up and coming programs and services. The Board also receives copies of press releases and other materials that reflect Bay Aging initiatives. Ms. Vesley reported on program updates and highlighted some press releases and other pieces of interest as noted below.

Ms. Vesley informed directors about upcoming 40th anniversary celebrations. All Directors are invited to attend the upcoming staff picnics on the official anniversary of Bay Aging, June 26th. There will also be several community outreach events, including an open house, in September and informational booths set up at various community events throughout the year.

Ms. Vesley called attention to an article that featured the agency's Care Transition Intervention (CTI) program in The Haitian Times. This was one of 30 news sources featuring several quotes from Ms. Vesley about CTI and how it helps alleviate most of the challenges patients and caregivers face after discharge from a hospital or skilled nursing facility.

Ms. Vesley shared an article published in the UVa Law Reporter featuring Bay Aging's Senior Counsel to the President, Bobby Vassar. The article references his work at Bay Aging and looks back at Mr. Vassar's speech at a press conference called by the Black American Law Student Association during his college years.

Ms. Vesley reported there was press coverage honoring Joe Curry's service to Bay Aging by naming the Tartan Village Community Room the Joseph Curry Community Room. There was also an article and photos from Kilmarnock's dedication of the playground on Waverly Ave as the Joe Curry Memorial Park.

Ms. Vesley shared Mathews and Westmoreland newspapers published articles announcing the counties' adoption of a 40th anniversary resolution. Ms. Vesley is pleased that all ten service counties have

adopted or are scheduled to adopt a formal resolution in support of Bay Aging.

Ms. Vesley thanked the board directors for writing letters to the editor in support of March for Meals. Letters that were published included those from Gen Wood, Mrs. Jones, Ms. Johnson, and Mr. Saunders.

Governance:

The Board received ongoing governance training. At this meeting, the topic was advocacy and learning more about older Americans' basic needs - health care, income, housing and food. Understanding the basics can help the Directors when speaking to the general public about the needs of older adults and to support Bay Aging's efforts to deliver effective home and community services.

The Bay Aging Board discussed updates to the Bay Aging Bylaws as recommended by an external independent attorney who is proficient in nonprofit governance. He was hired to review and make recommendations to bylaws and Articles of Incorporation. The bylaw updates were provided to Directors prior to this meeting, and they were encouraged to ask any questions or make comments during the board meeting. Before the next Board meeting on July 26, 2018, when the revisions will be adopted, the Directors will continue to have ample time to review, ask questions, and provide comments.

Next Meeting: The next meeting is scheduled to be held on July 26, 2018 at 9:30 a.m. at Port Town Village.

There being no further business, Sheriff Clarke adjourned the meeting at 11:31 a.m.

Respectfully submitted,

By Stanley A. Clarke
Sheriff Stanley Clarke, Chairman

By William F Reisner
Mr. William Reisner, Secretary