BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

January 24, 2019

Board Members Present: Mr. Stanley Clarke, Essex County; Mr. Ed Clayton, Mathews County; Ms. Gracie Tiggle, Lancaster County; Mr. Bruce Craig, Northumberland County; Mr. Ron Saunders, Gloucester County; Ms. Marcia Jones, Middlesex County; Mr. Jimmie Carter, Lancaster County; Rev. Maria Harris, King William County; Ms. Cynthia Talcott, Richmond County; Ms. Belinda Johnson, Westmoreland County; and Ms. Karen Lewis, Westmoreland County

Board Members Absent: Barry L. Gross, M.D., Gloucester County; Mr. William Reisner, Northumberland County; and Mr. Charles Adkins, Esq., King & Queen County

Staff Present: Ms. Kathy E. Vesley, President/CEO; Ms. Stephanie Hutton, Executive Assistant; Mr. Josh Gemerek, Sr. VP Housing; Mr. Tinsley Goad, CFO; Mr. Bill Smith, Deputy CFO; Ms. Tiffany Robins, Director of Home and Community Based Programs, Director of Care Coordination; Mr. Bobby Vassar, Senior Counselor to the President; Ms. Mary Simpson, Deputy CFO; Jean Duggan, Director of Development; Mr. Bob Butler, IT Director; Ms. Melissa Blake, Veteran Directed Care Administrator; Mr. Michael Norvell VP of Business Development and Marketing; Mr. Ken Pollock, Transit Director; and Ms. Lisa Walker, VP, Advocacy Resources.

Call to order: Chairman Mr. Clarke called the meeting to order at 9:54 a.m.

Roll Call: Ms. Stephanie Hutton called roll and a quorum was established for the scheduled January 24, 2019 Board of Directors Meeting.

Public Comment:
There were no comments.

Consent Agenda:
- Minutes – November 15, 2018
- Agenda – January 24, 2019
  Mr. Carter made a motion to approve the Consent Agenda.
  Seconded by Ms. Jones, the motion was approved

Program:

Directors completed a work-group type session using the current strategic plan, board self-evaluation results, and Board and Senior
Leadership Team Peter Drucker survey results to evaluate Bay Aging's current strategic plan and goals and make suggestions to improve moving forward. Directors specifically looked at satisfaction with current programs and services, Board involvement with outreach, advocacy, and fundraising, Bay Aging's areas of influence and overall agency reach, and organizational concerns. Suggestions from this work-group will be analyzed by Senior Leadership Team members and made into a working plan to present to Directors at the next Full Board Meeting.

Ms. Vesley brought attention to the term 'Invocation' used to indicate a time for prayer or reflection before each Board Meeting. It was suggested that it may be more inclusive to use a term like 'Reflection' instead. There was much discussion over the two different approaches.

Mr. Clayton made a motion to continue to use the term 'Invocation' to indicate prayer on all Board Meeting agendas. Seconded by Ms. Jones the motion was approved with a 10 yes, 0 no, and 1 abstained vote.

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 December 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 Ms. Jones, the motion was approved.

Ms. Vesley updated Directors on the current status of the Weatherization (Wx) program expansion application Bay Aging and partnering organizations jointly submitted. A different organization was awarded the James City County and Eastern Shore areas for Wx. Bay Aging has found some discrepancies in the judging process and filed an appeal. The appeal was denied, but staff continue to pursue a just selection process.

Ms. Vesley announced employees will be seeing an average of 7% decrease in health insurance premiums starting March 1, 2019. Optima, a competing MCO, entered the Riverside Health System with
lower premiums and our current provider, Anthem, chose to match those prices; therefore, Bay Aging will stay with Anthem.

Ms. Vesley assured committee members that Bay Aging’s programs are stable during the current government shutdown. Should the shutdown continue into the month of March, some other programs may be affected, and contingency plans would be put into action. The board would be made aware of any impending negative affects ahead of time, but at this time, there are none. The State has also announced they can cover the funding for some federally funded programs temporarily, and use back pay once the federal government re-opens to ensure funding continues throughout the year.

Mr. Clarke stated the Executive Committee met last week and reviewed the Title VI Plan and Procedures.

The Executive Committee recommends to the full Board of Directors to approve the Title VI Plan and Procedures. Seconded by Mr. Carter, the motion was approved.

Mr. Clarke stated the Executive Committee reviewed possible funding options for Daffodil Gardens II. Currently the project is approximately $300K short. To keep the project moving forward, architect fees of $110K must be paid. The best solution is to allow Bay Aging to loan Daffodil Gardens II money for architect fees. It is believed, but not guaranteed, the project will receive a loan from the Virginia Department of Housing and Community Development (DHCD) Affordable and Special Needs Housing, at which point, Daffodil Gardens II would pay Bay Aging back. Staff is working to structure this as a loan so that the gap in funding could also be filled from revenue from the apartment complex.

The Executive Committee recommends to the full Board of Directors that Bay Aging loan Daffodil Gardens II the funds to pay the architect fees. Seconded by Mr. Craig, the motion was approved.

Governance:

As part of Bay Aging’s ongoing Board governance training, Ms. Vesley, introduced a new segment on The Board’s Role in Advocacy: An Expectation for Engaged Leadership. Ms. Vesley reminded Directors of the importance of advancing their mission by going outside of Bay Aging to serve as connectors, ambassadors, and advocates. Ms.
Vesley provided suggestions and examples of how Directors can be successful advocates in their community. The document was included in the Board package for their review and to prepare for the discussion prior to the meeting.

Chief Executive’s Report:

Prior to this meeting the Directors received via email and through their internal portal the Board Notes; this document was also included in their meeting binders. Board Notes 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 encouraged Directors to review the materials at their leisure and welcomed any questions they may have.

Ms. Vesley informed Directors repairs to the Gloucester Adult Day Care are scheduled and staff are working to relocate clients so they will not be exposed to the construction.

Ms. Vesley updated Directors on the recruitment process for filling the Middlesex seat on the Board. Several strong potential candidates were contacted, but they already have other commitments. The search is still going strong.

Unfinished Business: None

Closed Session:

Ms. Lewis made a motion to reconvene in Closed Session at 11:09 a.m. to discuss personnel evaluation and salary, real property acquisition, business expansion and related matters lawfully exempted from public discussion under Sections 2.2-3711(A)(1), 2.2-3711(A)(3), 2.2-3711(5) and 2.2-3712 of the Code of Virginia (the Virginia Freedom of Information Act. Seconded by Mr. Craig, the motion was approved.

The Chairman, Mr. Clarke, called to reconvene in Open Session at 11:56 a.m. and asked for certification from each director by saying, “I so certify” that, to the best of their knowledge, only matters lawfully exempted from open meeting requirements under Virginia law that were identified in the motion convening in the Closed Session were heard, discussed or considered in the Closed Session. If the director cannot certify, indicate the specifics of any unauthorized
item heard, discussed or considered. Ms. Hutton called roll and the board unanimously responded, "I so certify".

Mr. Carter made a motion that the Bay Aging Board of Directors approves the proposed process for acquiring new office space pursuant to discussion. Seconded by Ms. Jones, the motion was approved.

Mr. Carter made a motion that the Bay Aging Board of Directors approves that Bay Aging expend funds to retain an attorney to investigate new expansion opportunities pursuant to discussion. Seconded by Ms. Johnson, the motion was approved.

Mr. Carter made a motion that the Bay Aging Board of Directors approves the final CEO Evaluation and proposed salary pursuant to discussion. Seconded by Rev. Harris, the motion was approved.

Board Member Comments: None

Next Meeting: The next meeting is scheduled to be held on March 28, 2019 at 9:30 a.m. at Port Town Village.

There being no further business, Mr. Clarke adjourned the meeting at 11:59 a.m.

Respectfully submitted,

By  
Mr. Stanley Clarke, Chairman

By  
Mr. William Reisner, Secretary